

N 990000003464
LARSON AND JONES

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GUSTAVE W. LARSON (RETIRED)
STEVEN L. JONES

May 26, 1999

OF COUNSEL
JUDITH J. LOFFREDO
(305) 757-8115

Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

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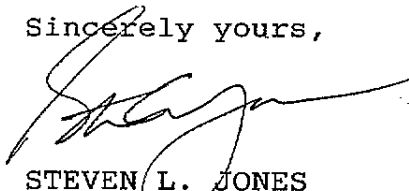
Re: The Church of God of Prophecy Miami No.1, Inc.

Dear Sirs:

Please file the enclosed Articles of Incorporation. Also enclosed is my check in the amount of \$78.75. Please return to this office a certified copy of the filed Articles of Incorporation.

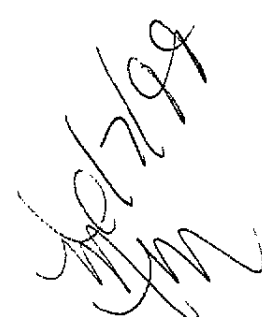
Thank you for your attention to this matter.

Sincerely yours,


STEVEN L. JONES

SLJ:rhb
Enclosure.

FILED
99 JUN -1 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/17/99


ARTICLES OF INCORPORATION
of
THE CHURCH OF GOD OF PROPHECY - MIAMI NO.1, INC.

FILED
99 JUN -1 11:10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a Corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be THE CHURCH OF GOD OF PROPHECY - MIAMI NO.1, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business of the Corporation shall be 4528 N.W. First Avenue, Miami, Florida 33127, and the mailing address of the Corporation shall be 1801 N.W. 55th Terrace, Miami, Florida 33142.

ARTICLE III - PURPOSE

The specific purposes for which the Corporation is organized are:

1. For general corporate purposes and to facilitate and execute the business and activities of the Corporation within the State of Florida.

2. To meet the requirements of the laws of the State of Florida in regard to acquiring, mortgaging and disposition of real estate within the State of Florida and to conduct any and all business of the Corporation with regard to ownership of property for the Corporation and its members.

3. To carry on and to promote in a cooperative way the evangelistic, educational and religious work of The Church of God of Prophecy within the City of Miami, the County of Miami-Dade and the State of Florida, as prescribed by its international headquarters located in the City of Cleveland, State of Tennessee, with direct administrative guidance provided by its state office which is located in the City of Winter Garden, State of Florida. The Corporation is in no way empowered or authorized to interfere with, change or modify the doctrines, religious practices, standards, mode of worship or the recommendations of the General Assembly of The Church of God of Prophecy and its general trustees as adopted and established bi-annually at the regular meeting of the General Assembly, as held in various cities in the continental United States or wherever it may convene.

4. To carry on such charitable, educational, religious or scientific purposes as may be carried on by a Corporation exempt from federal income tax under Section 501(c)(3), of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or by a corporation of which contributions are deductible under Section 170(c)(2), of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

5. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office including the publishing or distribution of statements or election materials.

ARTICLE IV - MEMBERS

Any individual who subscribes to and accepts the teachings, manner of worship and the manner of church organization and/or government, as outlined by the General Assembly of The Church of God of Prophecy, may be a member of the Congregation formed and organized by the Corporation.

The Corporation shall issue no stock. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

ARTICLE V - MANNER OF ELECTION OF TRUSTEES

The affairs of the Corporation shall be directed and managed by the Pastor of the congregation organized and operated by the Corporation together with a Board of Trustees. The Pastor shall also be the President of the Corporation upon his assumption of duties as Pastor for the Corporation and shall continue in such position for as long as he remains the duly appointed Pastor for the congregation but which appointment shall be determined by the State Overseer of the national Church of God of Prophecy. The Board of Trustees shall be appointed annually by the Pastor at the beginning of each fiscal year as established by the Corporation. The Pastor, as President of the Corporation, shall be one of the Trustees and shall be the Chairman of the Board of Trustees. The initial Board of Trustees shall be as follows:

HERMAN E. DEAN, 1801 N.W. 55th Terrace,
Miami, Florida 33142.

NOWARD E.C. DEAN, 2470 N.W. 108th Street,
Miami, Florida 33176.

ORLANDO NOTTAGE, 6945 N.W. 2nd Court,
Miami, Florida 33150.

NED HANNA, 1360 N.W. 132nd Street,
Miami, Florida 33167.

RAPHAEL SAMUDA, 16490 N.E. 5th Avenue,
Miami, Florida 33162.

JOHN KERR, 611 N.W. 179th Street,
Miami, Florida 33169.

ANNA I. DEAN, 1801 N.W. 55th Terrace,
Miami, Florida 33142.

WILBUR CALEY,

Although the individuals to serve on the Board of Trustees are subject to appointment annually by the Pastor, both the general membership of the Corporation and/or a majority of the Board of Trustees then serving shall have the power to overrule any said appointment. The initial Board of Trustees shall serve for the next twelve (12) months and any vacancies occurring within this period shall be filled by the Pastor, as President of the Corporation.

ARTICLE VI - OFFICERS

The initial officers of the Corporation who shall serve until replaced by the Pastor are:

HERMAN E. DEAN, President
1801 N.W. 55th Terrace, Miami, Florida 33142.

ANNA I. DEAN, Treasurer
1801 N.W. 55th Terrace, Miami, Florida 33142.

MELONIE SAMUDA, Secretary
2470 N.W. 108th Street, Miami, Florida 33142.

Except for the position of President, the other officers of the Corporation shall be elected annually at a meeting called for that purpose by the Board of Trustees and the named officers shall serve in their designated capacity for the next twelve months.

ARTICLE VII - BY-LAWS

The day-to-day operation of the Corporation shall be in accordance with By-Laws adopted by the Board of Trustees and as approved by the local church conference.

ARTICLE VIII - AMENDMENTS

An amendment to these Articles of Incorporation may be proposed by either the Board of Trustees or any member of the Corporation. Amendment shall be adopted by the Board of Trustees only upon unanimous agreement of the Board of Trustees.

ARTICLE IX - REGISTERED AGENT

The initial Registered Agent for the Corporation shall be STEVEN L. JONES, 9999 N.E. Second Avenue, Suite 216, Miami Shores, Florida 33138.

ARTICLE X - COMMENCEMENT DATE

The activities of the Corporation shall commence upon the filing of the Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the Corporation, the then serving Board of Trustees shall dispose of all of the assets of the Corporation in a manner or to an organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall, at the time, qualify as exempt organizations under Sections §501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law after payment or making provisions for the payment of all liabilities of the Corporation. Any assets not so disposed of shall revert to the State of Florida General Church Fund Account of The Church of God of Prophecy to be disposed of and used by the local churches of The Church of God of Prophecy of the State of Florida operating exclusively for charitable, educational or religious purposes as deemed proper by the state trustees for the Churches of God of Prophecy of the State of Florida.

ARTICLE XII - INCORPORATORS

The names and addresses of the Incorporators of these Articles of Incorporation are:

HERMAN E. DEAN, 1801 N.W. 55th Terrace,
Miami, Florida 33142.

NOWARD E.C. DEAN, 2470 N.W. 108th Street,
Miami, Florida 33176.

ORLANDO NOTTAGE, 6945 N.W. 2nd Court,
Miami, Florida 33150.

NED HANNA, 1360 N.W. 132nd Street,
Miami, Florida 33167.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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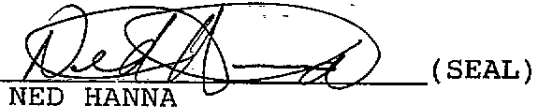
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IN WITNESS WHEREOF, the undersigned Incorporators have executed
these Articles of Incorporation, this 25th day of May, 1999.

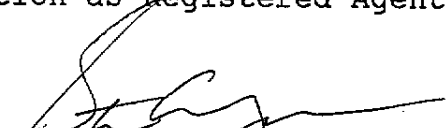

HERMAN E. DEAN (SEAL)


NOWARD E.C. DEAN (SEAL)


ORLANDO NOTTAGE (SEAL)


NED HANNA (SEAL)

Having been named as Registered Agent and to accept service of
process for the above stated Corporation at the place designated in
these Articles of Incorporation, I hereby accept the appointment as
Registered Agent and agree to act in this capacity. I further agree
to comply with the provisions of all Statutes relating to the
proper and complete performance of my duties and I am familiar with
and accept the obligations of my position as Registered Agent.


STEVEN L. JONES

Date: May 25, 1999