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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
93 JUN -1 PM 6:51

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

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-06/04/99--01049--006
****131.25 *****87.50

SUBJECT: University of Fort Lauderdale
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Dr. Romaine Martin Semeah
Name (Print or typed)

4200 Northwest 16th Street, Suite 401
Address

Lauderhill, FL 33313
City, State & Zip

(954) 486-7728
Daytime Telephone number

NOTE: Please provide the original and a copy of the articles

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**ARTICLES OF INCORPORATION
OF
UNIVERSITY OF FORT LAUDERDALE, INC.**

(A Florida Corporation Not for Profit)

The undersigned, acting as Incorporator of a corporation, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of the Corporation is:

UNIVERSITY OF FORT LAUDERDALE, INC.

ARTICLE II

DURATION

The period of duration of the Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

CORPORATE PURPOSES: POWERS

1. The purposes for which the Corporation is organized and operated are exclusively religious, charitable, and educational within the meaning of Section 501 ©(3) of the Internal Revenue Code of 1986, or a corresponding provision of any future United States Internal Revenue law. Such purposes shall include the following:
 - (a) To own, maintain, and operate a university founded in religious principles, and to provide through such educational vehicle the promotion and advancement of Christian education and learning in which, among other, individuals, male and female, who have heeded the clarion call of Jesus Christ (John 3:7) "Ye must be born again," shall be taught through various curricula to preach the Gospel of our Lord and Savior Jesus Christ, predicated uncompromisingly on the Holy Scriptures, divinely inspired by God the Creator of the Universe and the human race, based upon the King James Version of the Bible, and pursuant to the five-fold ministry as described by Ephesians 4:11, enabling such persons to become pastors, leaders, teachers, preachers, ministers, missionaries, and to pursue other callings in ministry, teaching God's Word throughout the land, and to confer such

degrees and grant such honors as are usually and customarily conferred and granted by fully accredited universities, seminaries, schools of theology, or other, similar religious university or college settings.

- (b) To staff and operate a university with a full service theological seminary and colleges, providing the educational needs and curriculum necessary and appropriate for qualified students seeking such education, founded in academic excellence and in the highest Christian heritage, and forever dedicated to the promulgation and preservation of Christian ideals.
 - (c) To spread the Word of the Gospel in a curriculum of classes and courses offered and taught at the University of Fort Lauderdale, Inc.
 - (d) To promote and encourage, through the conduct and operation of the university, cooperation with other Christian schools, universities, schools of theology, seminaries, or others, within the community of Christian learning centers, religious colleges and universities, and other educational institutions dedicated to Christian ideals.
 - (e) To acquire and hold such property, either real or personal, for university purposes, as may be necessary and appropriate for the Corporation's needs and to accomplish the Corporation's purposes.
2. As a means of accomplishing the above purposes and methods, and in compliance with the Florida nonprofit law, the Corporation shall have the following powers:
- (a) To receive and accept gifts of money and property and to hold the same for any of the purposes of the Corporation and its work.
 - (b) To raise and assist in raising funds for the purposes herein set forth, including the issuance of bonds or other instruments of credit.
 - (c) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.
 - (d) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
 - (e) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired, or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights,

for privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

- (f) To accept property and donations in trust for religious and educational purposes.
- (g) To graduate, ordain, license, credential, issue degrees to, and set forth educated religious leaders, ministers, pastors, evangelists, missionaries, and other persons called or dedicated to the ministry, to provide training, counseling, educational services, teaching, preaching, and other sacerdotal functions pursuant to prescribed courses of study.
- (h) To affiliate with other Christian universities, seminaries, schools of theology, colleges or other, as appropriate.
- (i) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purpose hereinabove set forth, or necessary or incidental to the power so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501 ©(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended by an organization, contributions to which are deductible for federal tax purposes.

3. In the conduct of the affairs of the Corporation:

- (a) The property of the Corporation is irrevocably dedicated to religious, educational and charitable purposes, and no part of the net earnings of the Corporation shall insure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this Article.
- (b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

- (c) The Corporation shall not:
- (1) operate for the purpose of carrying on a trade or business for profit;
 - (2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
 - (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.
- (d) The Corporation's operations are to be conducted principally in the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

ARTICLE IV

POLICY OF NON-DISCRIMINATION

The University of Fort Lauderdale, Inc. admits students of any race, color, national or ethnic origin to all rights, privileges, programs, and activities generally accorded or made available to students at the university. The University of Fort Lauderdale, Inc. does not discriminate on the basis of sex, color, national or ethnic origin in the administration of its educational policies, admissions policies, scholarship and loan programs, and athletic or other university administered programs.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address and mailing address of the principal office and registered office of the Corporation is: 4200 Northwest 16th Street, Suite 401, Lauderhill, Florida 33313, and the name of the registered agent at such address is Dr. Romaine Martin Semeah..

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business affairs of the Corporation shall be managed under the direction of, a Board of Directors which currently consists of eleven (11) directors. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

ARTICLE VII

BOARD OF DIRECTORS

The manner in which the directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The names and mailing addresses of the current directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Bishop Henry Fernandez, President Plantation Worship Center Ministries, Inc.	209 Northwest 45 th Street Plantation, Florida 33317
Bishop Earl Paulk, President Earl Paulk Ministries	4650 Flat Shoals Parkway Decatur, Georgia 30034
Dr. Myles Munroe, President/CEO Bahamas Faith Ministries	P. O. Box N-9583 Nassau, Bahamas
Commissioner Ilene Lieberman Broward County Commissioner	115 South Andrews Avenue Fort Lauderdale, Florida 33301
Apostle Louis Greenup, President Christ The Deliverer Assembly	P.O. Box 52827 Baton Rouge, Louisiana 70805
Dr. Kenneth Brassfield, President Central Christian University	P.O. Box 1763 Blytheville, Arkansas 72316
Dr. Lillia Beer, M.D. Tamarac, Florida 33319	7710 Northwest 71 st Court
Dr. Patricia Morgan, Vice President Morgan Ministries International	38 Halifax Avenue Kingston, Jamaica
Mr. Ron Wexler, President Heritage Study Program	2206 West Atlantic Avenue, Suite 204 Delray Beach, Florida 33445-4637
Judge Ilona Holmes Circuit Court Judge	201 Southeast 6 th Street Fort Lauderdale, Florida 33301
Dr. Diane Mann, President Diane Mann Ministries	524 Northeast 27 th Drive Fort Lauderdale, Florida 33334

ARTICLE VIII

CORPORATE NATURE

This Corporation is organized under a non-stock basis.

ARTICLE IX

MEMBERS

This Corporation shall not have members, and the business and affairs of the Corporation shall be governed exclusively by its Board of Directors.

ARTICLE X

AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a two-thirds (2/3) majority vote of the Board of Directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE XI

The name and address of the Incorporator is:

Keno Simmons
4200 Northwest 16th Street, Suite 401
Lauderhill, Florida 33313

ARTICLE XII

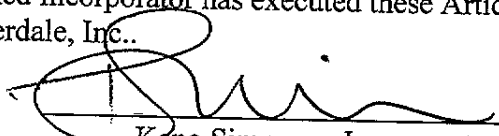
MISCELLANEOUS

- (a) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on:
 - (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) or,

- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).
- (b) In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such Directors, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Date this 1st day of June, 1999.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Article of Incorporation of University of Fort Lauderdale, Inc..


Keno Simmons, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

University of Fort Lauderdale

(must include suffix)

2. The name and address of the registered agent and office is

Dr. Romaine Martin Semeah

(Name)

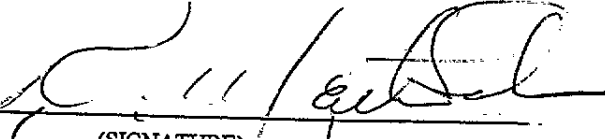
4200 Northwest 16th Street, Suite 401

(P.O. Box or Mail Drop Box **NOT** Acceptable)

Lauderhill, FL 33313

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certification, I hereby accept the appointment as registered agent and agree to act in that 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.

x 
(SIGNATURE)

x 6/1/99
(DATE)