



THE UNITED STATES
CORPORATION
COMPANY

N99000003861

99 JUN 17 PM 3:47

ACCOUNT NO. : 072100000032

REFERENCE : 277895 95306A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : June 17, 1999

ORDER TIME : 2:01 PM

ORDER NO. : 277895-005

CUSTOMER NO: 95306A

CUSTOMER: Ms. Joyce C. Marksbury
LEE & BURCHETT, P.A.
LEE & BURCHETT, P.A.
2014 Fourth Street
Sarasota, FL 34237

800002908278--3

RECEIVED

99 JUN 17 PM 3:13

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FLORIDA CENTER FOR THE
AMERICAS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH 6/23/99

WAG 14235



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 18, 1999

CSC NETWORKS
1201 HAYS ST
TALLAHASSEE, FL 32301

SUBJECT: FLORIDA CENTER FOR THE AMERICAS, INC.
Ref. Number: W99000014235

RESUBMIT

Please give original
submission date as file date.

Please date

6-17-99

We have received your document for FLORIDA CENTER FOR THE AMERICAS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 799A00032693

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN 23 PM 12:52

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99 JUN 17 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF

FLORIDA CENTER FOR THE AMERICAS, INC.

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida as contained in the provisions of Florida Statutes, Chapter 617, Part I, as amended (the "Act").

ARTICLE 1. NAME AND ADDRESS

The name of this corporation shall be FLORIDA CENTER FOR THE AMERICAS, INC., and the principal office of the corporation shall be 4564 39th Street South, St. Petersburg, Florida 33711.

ARTICLE 2. PURPOSE AND POWERS

The general purpose for which the corporation is initially organized is knowledge; educating, seeking knowledge and learning to serve the communities of Florida, the U.S.A. and the Americas for the ministry of the Christian Faith; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (i) 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 (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 3. QUALIFICATION OF MEMBERS

AND MANNER OF ADMISSION

The members of the corporation shall consist of any adult accepted by the Board of Directors expressing a desire to help further the purposes for which the corporation was organized, and who displays a willingness to regularly contribute time and service in this regard.

A mature person who acknowledges Jesus Christ as his Lord and Savior and is willing to work for the spread of His Kingdom through this corporation and who is willing to contribute time and money for this purpose may, upon request, be admitted to membership by vote of a majority of the Board of Directors.

Each member shall be entitled to at least one vote as a member of the corporation. The exact number of votes to be cast by the

members and the manner of exercising voting rights shall be determined by the Bylaws of the corporation.

ARTICLE 4. TERM

The date of commencement of corporate existence shall be when these Articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4564 39th Street South, St. Petersburg, Florida 33711, and the name of the initial registered agent of the corporation is BENJAMIN ALICEA.

ARTICLE 6. SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin Alicea	6 Collins Avenue Spotswood, NJ 08884
Elizabeth Conde-Frazier	102 Herrick Road Newton Centre, MA 02159
Daisy Machado	526 Kirk Road Decatur, GA 30030

ARTICLE 7. OFFICERS

The affairs of this corporation will be managed by the officers whose positions and duties are set forth in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting. If a vacancy occurs in any office it shall be filled by the Board of Directors. The names of the officers who are to serve until the first such election are as follows:

<u>NAME</u>	<u>OFFICE</u>
Benjamin Alicea	Board Chair
Elizabeth Conde-Frazier	Board Secretary
Daisy Machado	Board Member

ARTICLE 8. DIRECTORS

The Board of Directors of the corporation shall consist of no less than 3 directors as determined by the Bylaws. Directors shall

be elected at the annual meeting of the members in the manner set forth in the Bylaws. Directors may be removed and the vacancies shall be filled in the manner provided by the Bylaws.

The Board of Directors shall be members of the corporation.

The Directors named in these Articles shall serve as Directors for the ensuing year, or until the first annual meeting of the corporation, and any vacancies before then shall be filled in the manner set forth in the Bylaws.

The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

The names and addresses of the first Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Benjamin Alicea	6 Collins Avenue Spotswood, NJ 08884
Elizabeth Conde-Frazier	102 Herrick Road Newton Centre, MA 02159
Daisy Machado	526 Kirk Road Decatur, GA 30030

ARTICLE 9. BYLAWS

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

ARTICLE 10. AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting for which due notice of the proposed amendment was given, by affirmative vote of a quorum of the members present.

Provided, however, that no amendment shall make any changes in the qualifications for membership nor voting rights of members without approval in writing by all members.

WE, THE UNDERSIGNED, for the purposes of becoming a corporation not for profit under the provisions of the laws of Florida, do make and affix our signatures to acknowledge and file in the office of the Secretary of State these Articles of Incorporation.

WITNESS our respective hands and seals on the dates and places indicated below.

Benjamin Alicea
BENJAMIN ALICEA

Elizabeth Conde-Frazier
ELIZABETH CONDE-FRAZIER

Daisy L Machado
DAISY MACHADO

STATE OF NEW JERSEY)
COUNTY OF Middlesex)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared BENJAMIN ALICEA, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17th day of May, 1999.

Sandra Bohinski
NOTARY PUBLIC

My Commission Expires: 11/19/03

SANDRA BOHINSKI
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires

Comm.
STATE OF MASSACHUSETTS)
COUNTY OF Middlesex)

I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared ELIZABETH CONDE-FRAZIER, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of May, 1999.

Sandra H. Rowlin
NOTARY PUBLIC

My Commission Expires: 6.22.2001

STATE OF ^{Texas} ~~GEORGIA~~)
COUNTY OF TARRANT)

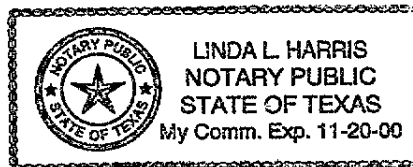
I HEREBY CERTIFY that on this day before me, an officer duly authorized to take acknowledgments, personally appeared DAISY MACHADO, to me known to be the person described in and who executed the foregoing instrument, and acknowledged before me that executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 26th day of May, 1999.

Linda L. Harris

NOTARY PUBLIC

My Commission Expires: 11-20-00

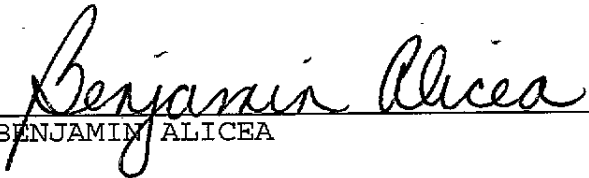


FILED

99 JUN 17 PM 3:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I have been designated as Registered Agent in the above
Articles. Simultaneously, I hereby accept the appointment as
Registered Agent.


BENJAMIN ALICEA