

CHURCH AND MINISTRY CONSULTANTS

a division of

BEYTH ANOWTH MINISTRIES, INC.

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N99000005549

September 8, 1999

FILED
99 SEP 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Secretary of State
Corporation Division
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 *****78.75

Re : Miami Center of Hope, Inc.

Dear Sirs :

Enclosed please find an original and two copies of the Articles of Incorporation. Please return a file stamped copy to us. A check for \$122.50 is enclosed for your fee and for filing the document.

If there are any questions concerning this matter, please do not hesitate to contact me.

Very Truly Yours,

Dale A. Allison, Jr.

DAAJ/cab
Enclosures

Dale Allison GAVE
AUTHORIZATION BY PHONE TO
CORRECT *City, IL*
DATE *9/26/99*
DOC. EXAM *Debra Brown*

D. BROWN SEP 20 1999

**ARTICLES OF INCORPORATION
OF
MIAMI CENTER OF HOPE, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Nor-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be : MIAMI CENTER OF HOPE, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be : 16601 N.W. 8th Avenue, Miami, Florida 33169.

**ARTICLE III
CORPORATE PURPOSE**

PURPOSE: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The specific purposes for which the corporation is organized are as follows:

- (a) To establish and maintain an educational institution and not for pecuniary gain; for the establishment, maintenance and support of a private Pre-K, Christian elementary and secondary schools (Christian Academy) at which both charity and pay students shall be received; for the establishment, maintenance, and support of a private Christian day care center and nursery school (Mark 10:14; Luke 18:16-17).
- (b) To establish and maintain a theological college of higher education and training in the Bible, Biblical languages, Christian theology and literature and such training in the mathematics, history, science, languages and scripture as are needful and appropriate to the education and training of ministers of the Gospel and missionaries in foreign and home fields, Bible teachers, and other Christian workers in various lines of religious, benevolent and philanthropic work. The institution shall grant appropriate degrees and certificate of completion and provide for the proper regulation and supervision of its students. The institution shall offer admittance of equal advantages to all students who possess the requisite literary, moral and other qualifications, irrespective of their particular denomination or religious profession and both charity and pay students shall be used to extend the charity work. Wherein no part of the income shall ever be paid or distributed to its members, directors or officers, other than reasonable compensation for services rendered. Such institutions within the church shall have a racially nondiscriminatory policy towards students and shall not discriminate against applicants and students on the basis of race, color and national or ethnic origin. (Psalms 40:9-10; John 14:26; I Peter 4:6; II Timothy 2:2,24-25; I Corinthians 14:12)
- (c) To create, establish, maintain, and operate a college to provide such training, to be known as MIAMI CENTER OF HOPE, INC. and to be located in the State of Florida, and such other place or places within the State of Florida, County of Dade or within the United States as may from time to time be determined by the Board of Directors of this corporation.
- (d) The college and graduate school shall have the further purpose and objective of acquiring,

establishing and maintaining such auxiliary campuses with correlated schools and departments at such points within the State of Florida and within the United States as may be determined from time to time by the Board of Directors. The governance and conduct of such auxiliary campuses, schools and departments may be entrusted and committed either temporarily or permanently, to such local chancellors as the Board of Directors may designate and appoint.

(e) Such college shall be a place where graduates of accredited high schools, private secondary schools, and other persons of equivalent academic attainment, may pursue their education along lines adaptive to the general objectives of the college, and as to the graduate school, such facilities are open to those who have a Baccalaureate degree or other persons of equivalent academic attainment.

(f) To bestow, license and ordain ministerial candidates after their qualifications and according to the requirements set forth by the corporation. (I Chronicles 9:22-23; Titus 1:5; I Corinthians 7:17; Acts 14:23)

(g) To print, publish, and distribute and sell books, magazines and other literature in connection with the purposes of this corporation; to sell, record and reproduce tapes, radio, and television programs in connection with the purposes of this corporation to produce and distribute radio and television programs (Deuteronomy 31:19; I Chronicles 16:23-24; Psalm 68:4; Revelation 14:2).

(h) To establish and maintain a Christian bookstore for the benefit of the students and members of the Church and their guests (Psalm 68:11; Acts 13:39).

(i) To establish and maintain a counseling service for the use of the community and to provide access to such counseling service by virtue of telephonic communication (Proverbs 12:15,25, 15:22; Jeremiah 49:20; I Thessalonians 5:14).

(j) To assist the body of Christ with employment and financial counseling including off-site Institute of Vocation (Job Training)/GED Preparation (I Corinthians 3:8; Colossians 4:1; Ecclesiastes 9:10; I Timothy 6:9-10; John 6:27); to encourage commercial establishments to assist in the creation of jobs and in the financial improvement of the community as a whole. (James 4:13; Proverbs 11:26; Revelation 6:5-6); A Christians in Human Services Group (I Corinthians 10:24, 12:5; Job 29:16; Luke 6:34; Galatians 5:13, 6:10) and to provide for ministry through Family Services (Deuteronomy 15:7; Nehemiah 8:10; Matthew 5:42; Galatians 6:2; Hebrews 13:16).

(k) To establish and maintain a place where ministry and their families may go to spend time together in a Christian atmosphere conducive to the strengthening of Christian family values and family activities; (Exodus 10:2, 13:8-10; Deuteronomy 4:9-10, 11:19; Psalms 78:3-8; Proverbs 22:6; Isaiah 38:19; I Timothy 3:2,4 5:8; Ephesians 6:4)

(l) To provide a Youth Center where children and teens can go after school to participate in athletics, the arts (drama, art, music, dance), tutoring, recreational, dietary and nutritional counseling and where children may play in a safe environment. (Ecclesiastes 9:11; Jeremiah 12:5; I Corinthians 6:13, 15; II Timothy 2:5).

(m) To provide recreational activities for the boys and girls in the public housing communities such as sport teams, concerts and parties at holidays.

(n) To impact the community by sponsoring activities where the love of God could be exhibited in a non-evangelist setting of community activities. (II Chronicles 17:9; II Timothy 2:24-26; I Timothy 3:7; I Thessalonians 4:12; Isaiah 11:10, 42:6, 60:3, 61:9)

(o) To provide housing through new construction and renovation for those who are not otherwise able to afford such housing by creating programs such as low income housing for first time homeowners focusing on reducing the density of public housing by encouraging mixed-income communities that combine healthcare, child care and educational programs as needed (Numbers 32:24; II Kings 6:1-2; I Kings 9:17-18; Leviticus 25:29-31; Isaiah 65:21; Jeremiah 29:5).

(p) To be a community based organization which provides programs and activities to those in the community who need Hope.

(q) To operate under the name as set forth in Article I above; to adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes (Genesis 17:5, 32:28; Acts 13:9; Matthew 1:23; Revelation 2:17); to exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the church is established, provided that such incidental powers shall be exercised in a manner consistent with its tax exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, of the United States of America.

(r) To employ qualified counsel and other necessary personnel to carry out the purposes of this church as stated. (Titus 3:13; James 5:4)

(s) To further all religious and charitable work and for such purposes to adopt and establish ByLaws, rules, regulations in accordance with the law and not inconsistent with this Articles of Incorporation. (Joshua 1:7-8; Habakkuk 2:2-3; Romans 7:12, 10:4)

(t) To do all those things allowed and permitted to be done under law and specifically those set forth in the Florida Not-For-Profit Corporation Code, so long as such is permitted and consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected is as stated in the By-Laws.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are : Leonard G. Ziebarth, 16601 N.W. 8th Avenue, Miami, Florida 33169.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are : Leonard G. Ziebarth, 16601 N.W. 8th Avenue, Miami, Florida 33169.

ARTICLE VII TERM

The period of the duration of this corporation is perpetual, unless dissolved according to the law.

ARTICLE VIII BOARD OF DIRECTORS

The ministry shall have a Board of Directors of three (3) initially. The names and addresses of the initial Board of Directors who shall serve until the first election are :

1. W. Duane Swilley, 16601 N.W. 8th Avenue, Miami, FL 33169
2. Deborah Lynn Swilley, 16601 N.W. 8th Avenue, Miami, FL 33169
3. Leonard G. Ziebarth, 16601 N.W. 8th Avenue, Miami, FL 33169

There shall be a Board of Directors for this corporation which shall consists of not less than three (3) and no more than seven (7) members.

Vacancies in the Board of Directors shall be filled by the appointment of a Director by the President until the next election of the Directors. The Directors shall have all the power as set forth in the ByLaws.

ARTICLE IX LIABILITY

No member of MIAMI CENTER OF HOPE, INC. shall be liable for its debts nor shall any members property be so liable.

ARTICLE X EXEMPT STATUS AND DISSOLUTION

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ARTICLE XI
BYLAWS

The ByLaws of MIAMI CENTER OF HOPE, INC. shall be adopted and amended by the Board of Directors.

ARTICLE XII
DECLARATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

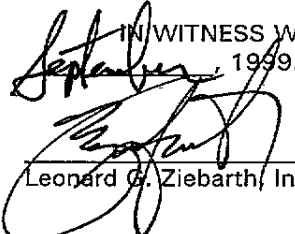
ARTICLE XIII
GENDER

In referring to directors, officers, chairman, members, deacons, incorporators or assistants within these ByLaws, words of any gender shall be deemed to include any other gender and a reference to the singular shall include the plural, and vice versa, unless the context indicate that such reading would be inappropriate.

ARTICLE XIV
AMENDMENTS

Amendments to this Articles of Incorporation, may be proposed by a resolution adopted by the Board of Directors. After notification to the members of the proposed amendment, such amendment shall be adopted by the Board of Directors by an affirmative vote of at least two-thirds of the Directors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 3 day of September, 1999.


Leonard G. Ziebarth, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

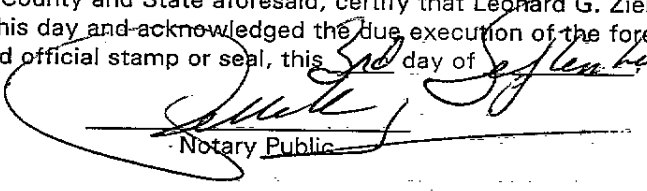

Leonard G. Ziebarth

9/03/99
Date

FILED
09 SEP 13 PM 1:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF DADE)

I, a Notary Public of the County and State aforesaid, certify that Leonard G. Ziebarth, personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and official stamp or seal, this 3rd day of September 1999.


Notary Public

SEAL

My commission expires : _____

