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Division Corporations

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P. 001/008  
Page 1 of 1

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Florida Department of State  
Division of Corporations  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA NON-PROFIT CORPORATION

### BRAZIL & USA PROMOTION, CORP.

|                       |         |
|-----------------------|---------|
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## ARTICLES OF INCORPORATION

The undersigned incorporate, for the purpose of forming a corporation under the Florida Not for Profit Act, hereby adopt(s) the following Articles of Incorporation:

### ARTICLE I - NAME

The name of the corporation shall be:

**BRAZIL & USA PROMOTION, CORP.**

### ARTICLE II - PRINCIPAL OFFICE

The principal places of business and mailing address of this corporation shall be:

2301 NE 16<sup>TH</sup> STREET SUITE 04  
POMPANO BEACH, FL 33062

### ARTICLE III - PURPOSE(S)/NATURE AND POWER(S)

The specific purpose and corporate powers of this corporation are, for which the corporation is organized are as follows:

#### Religious Association

- A) To respond to the leading of the Holy Spirit; to nurture one another through a program of Christian fellowship and music; to receive and distribute offerings to the support of the Kingdom of God; to preach and propagate among all people the Gospel of the revelation of God through Jesus Christ as our Lord and Savior, based upon the record contained in the Holy Bible.
- B) To be organized exclusively for charitable, religious education and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of the future United States Internal Revenue Law).
- C) To adopt and use a common corporate seal and alter the same; provided however, that such seal should always contain the words "corporation not for profit".
- D) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- E) Adopt, change, amend and repeal Bylaws, not inconsistent with the law of its Articles of Incorporation, for the



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- administration of the affairs of the corporation and the exercises of its corporate powers.
- F) Increase, by a vote of its members cast as the Bylaws may direct, the number of its directors so that the numbers shall not be less than three but may be any number in excess thereof.
  - G) Make contracts and incur liabilities, borrow money at such rates of interest as corporations may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of this property, franchises or income.
  - H) Conduct its affairs, carry in its operations, and have offices and exercise powers granted by this part of any state, territory, district or possession of the United States or any foreign country.
  - I) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interests therein, wherever situated.
  - J) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest there under or therein.
  - K) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
  - L) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, note, use, employ, sell, mortgage, lend, pledge or otherwise dispose of an otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
  - M) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
  - N) Make donations for the public welfare or for religious charitable, scientific, educational or other similar purposes.
  - O) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.
  - P) Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.



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- Q) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

**ARTICLE IV - MEMBERSHIP**

The qualifications of members and their manner of admission shall be as follows:

- 1) By professing belief that Jesus Christ is the Son of God and making a public declaration thereof.
- 2) By committing oneself to the purposes of this corporation, its charter and Bylaws, and by accepting the Articles/Tenets of Faith.
- 3) By accepting the Body Covenant as a spiritual goal and by the aid of the Holy Spirit, endeavoring to live up to the standards contained therein.
- 4) By completing the membership orientation sessions or their equivalent.
- 5) By having been counseled by the Pastor and/or Spiritual Leader and as is or specifically provided in the corporate Bylaws.

Expulsion or suspension of members shall be by majority vote of the Board of Directors and of the membership and as is more specifically provided in the Bylaws.

**ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

In accordance with section 617-0202(d) Florida Statutes:

The board of directors of the corporation shall have an Annual Business Meeting in which the directors are appointed and elected by vote. The affirmative votes of a number of directors at the time of this meeting must be equal to a majority of the number who constitute the full board of directors. The directors elected should have their mandate in force until the take over of the new director in the next Annual Business Meeting.

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the initial registered agent is:

**JOSE TEIXEIRA CARVALHO**  
2301 NE 16<sup>TH</sup> STREET SUITE 04  
POMPANO BEACH, FL 33062



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**ARTICLE VII - BOARD OF DIRECTORS**

This time, the officers of the corporation will serve until the board designs others. The boards of directors are:

| <u>NAME</u>                                 | <u>ADDRESS</u>  |
|---|---|
| JOSE TELHEIRA CARVALHO<br>PRESIDENT         | 2301 NE 16 <sup>TH</sup> STREET SUITE 04<br>POMPANO BEACH, FL 33062 |
| DAVID B. DE CARVALHO<br>VICE-PRESIDENT      | 2301 NE 16 <sup>TH</sup> STREET SUITE 04<br>POMPANO BEACH, FL 33062 |
| DESIREE B. DE CARVALHO<br>TREASURER         | 2301 NE 16 <sup>TH</sup> STREET SUITE 04<br>POMPANO BEACH, FL 33062 |
| DOUGLAS NASTARI DE<br>CARVALHO<br>SECRETARY | 2301 NE 16 <sup>TH</sup> STREET SUITE 04<br>POMPANO BEACH, FL 33062 |

**ARTICLE VIII - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE IX - EARNINGS AND ACTIVITIES**

No part of the net earnings of the corporation shall inure 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 and to make payments and distributions in furtherance of the purposes set forth in Article III B) 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 distributions of statements) any political campaign on behalf of 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 except from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue



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Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE X - DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, the board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). And such assets not so disposed of shall be disposed of by the Circuit 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.

**ARTICLE XI - EFFECTIVE DATE**

These articles of incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XII - AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision in these Articles of Incorporation or to any amendment hereto, in any matter now or hereafter prescribed or permitted by the Provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto or granted subject to this reservation.

**ARTICLE XIII - INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation is:

JOSE TEIXEIRA CARVALHO  
2301 NE 16<sup>TH</sup> STREET SUITE 04  
POMPANO BEACH, FL 33062




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P. 007/008

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BOARD OF DIRECTORS:

  
JOSE TEBEIRA CARVALHO  
PRESIDENT

Date: 3-Aug-04

  
DAVID BARBOSA DE CARVALHO  
VICE-PRESIDENT

Date: 3-Aug-04

  
DESTREE BARBOSA DE CARVALHO  
TREASURER

Date: 3-Aug-04

  
DOUGLAS NASTARI DE CARVALHO  
SECRETARY

Date: 3-Aug-04



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENTS IN DESIGNATING THE  
REGISTERED OFFICE AND REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

**BRAZIL & USA PROMOTION, CORP.**

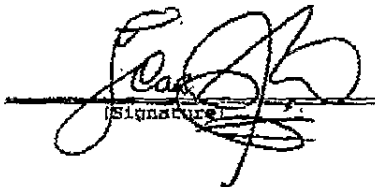
2. The name and address of the registered agent and office is:

JOSE TELXEIRA CARVALHO  
President

2301 NE 16<sup>TH</sup> STREET SUITE 04  
Address

POMPANO BEACH, FL 33062  
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 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.

  
(Signature)

08/03/2004  
(Date)

DIVISION OF CORPORATIONS  
P.O. BOX 6327, TALLAHASSEE, FL 32314

7

**Genesis Accounting Services, Corp.**  
1574 SE 3<sup>RD</sup> Court - Deerfield Beach - FL 33441 • Phone: (954) 420-0051 • Fax: (954) 420-0331  
[www.genesisaccounting.com](http://www.genesisaccounting.com) - email: [genesis@genesisaccounting.com](mailto:genesis@genesisaccounting.com)

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