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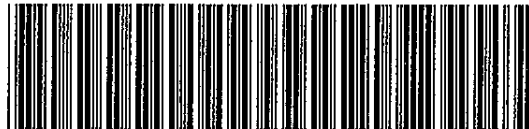
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CLERK OF COURT  
TALLAHASSEE, FLORIDA

05 MAY -4 AM 8:40

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5/9/05  
BWK

## TRANSMITTAL LETTER

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

**SUBJECT:** Boca Raton Hills, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** Brewer, Sr., Asiatico & Associates; ATTN Michelle Boudreau  
Name (Printed or typed)

5215 North O'Connor Blvd. Suite 2500  
Address

Irving, Texas 75039  
City, State & Zip

972-432-9400  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

**ORIGINAL**

**ARTICLES OF INCORPORATION  
OF  
BOCA RATON HILLS, INC.**

**FILED**

05 MAY -4 AM 8:40

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of BOCA RATON HILLS, INC. (the "Corporation") under the Florida Business Corporation Act (the "Act"):

**ARTICLE 1  
NAME**

The name of the Corporation is BOCA RATON HILLS, INC.

**ARTICLE 2  
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the corporation is 1602 Alton Road, Suite 581, Miami, Florida 33139.

**ARTICLE 3  
DURATION**

The Corporation shall continue in perpetuity.

**ARTICLE 4  
PURPOSES**

The Corporation is organized and shall be operated for the transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act. The specific purpose of this Corporation is to acquire and develop the property located in Palm Beach County, Florida whose legal description is:

Lot 17, 18 and the West 80 feet of Lot 19, LESS the West 57 feet of Lot 17, Block 19, Boca Raton Hills, Section 2, according to the map or plat thereof as recorded in Plat Book 23, Page 58, Public Records of Palm Beach County, Florida.

**ARTICLE 5  
POWERS**

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

**ARTICLE 6  
AUTHORIZED SHARES**

The total number of shares the Corporation is authorized to issue is one million five hundred thousand (1,500,000) and the shares shall have no par value.

**ARTICLE 7  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 4474 Weston Road, PMB 107, Davie, Florida 33331. The name of the registered agent at this office is Alex Rodriguez.

**ARTICLE 8  
BOARD OF DIRECTORS**

Directors shall be elected and/or appointed as directed in the Bylaws. Directors shall be natural persons, but need not be residents of Florida.

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors (the "Board of Directors") of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The initial Board of Directors shall consist of three persons. The number of directors may be increased or decreased by the Board of Directors, by amending these Articles of Incorporation, or by amending the Bylaws, either of which shall have the same force and effect. However, the number of directors may not be decreased to less than three (3).

The names and street addresses of the directors are:

Pastor Robert Tilton	1602 Alton Road Suite 581 Miami, FL 33139
Gineton Guedes Alencar	3219 Karen Drive Delray Beach, Florida 33483
Alex Rodriguez	4474 Weston Road PMB 107 Davie, Florida 33331

The Board of Directors may elect officers as allowed in the Bylaws.

## **ARTICLE 9 LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

## **ARTICLE 10 INDEMNIFICATION**

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director, attorney, CPA, accountant, consultant, or other person related to the Corporation.

## **ARTICLE 11 CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

## **ARTICLE 12 INCORPORATOR**

The name and street address of the incorporator is:

Name of Incorporator: Michelle R. Boudreau

Address: Brewer Sr., Asiatico, & Associates  
5215 North O'Connor Boulevard, Suite 2500  
Irving, Texas 75039

## **ARTICLE 13 ACTION BY WRITTEN CONSENT**

The Corporation, if taking action by written consent in lieu of a meeting, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Notwithstanding the foregoing, any required or permissible act may be taken without a meeting by use of written consents signed by

no less than the number of directors whose vote would be necessary to take action at a fully attended meeting, according to the Bylaws. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the minimum required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent is delivered to the Corporation. Each written consent must set forth the action to be taken and bear the date of signature of each person signing it. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the intended action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

#### **ARTICLE 14 AMENDMENT**

These Articles may not be amended in any way without the approval of a two-thirds (2/3) majority of the members of the Board of Directors.

#### **ARTICLE 15 MANDATORY ARBITRATION**

In keeping with 1 Corinthians 6:1-8, all disputes which may arise (1) between any adherent and the Corporation, itself, or (2) between any officer, director, employee, volunteer, agent, or other member of the Corporation, shall be resolved in accordance with the then existing ***Rules of Procedure for Christian Conciliation, Institute for Christian Conciliation***. If efforts to conciliate or mediate the dispute fail, then the matter shall be resolved through binding arbitration. The decision of the arbitrators shall be binding on both parties, and both parties submit themselves to the personal jurisdiction of the courts of Florida, both state and federal, for the entry of a judgment confirming the arbitrators' award. Each party shall bear their own costs, including attorneys' fees, related to any mediation, conciliation or arbitration proceeding.

If a dispute may result in an award of monetary damages, then use of the conciliation, mediation, and arbitration procedure is conditioned on acceptance of the procedure by the liability insurer of the Corporation and the insurer's agreement to honor any mediation, conciliation or arbitration award up to any applicable policy limits. The mediation, conciliation, and arbitration process is not a substitute for any disciplinary process set forth in the Bylaws of the Corporation and

Apr. 28. 2005 2:09PM

No. 6972 P. 6/6

shall in no way affect the authority of the Corporation to investigate reports of misconduct, conduct hearings, or administer discipline of employees and staff.

I execute these Articles of Incorporation on the 28th day of April, 2005.

  
Michelle R. Boudreau, Incorporator

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated this 28 day of April, 2005.

  
Alex Rodriguez, Registered Agent