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TRANSMITTAL LETTER

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

FILED
96 NOV 12 PM 1:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Apostolic Church of Jesus Christ, Inc.
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check
for \$ 122.50.

000002008230--1
-11/19/96--01130--002
****122.50 ****122.50
000002008230--1
-11/19/96--01130--003
*****8.75 *****8.75

FROM:

Hodelin Rene
Name (printed or typed)
2800 Devonwood Ave
Address
Miramar, FL 33025
City, State, & Zip
(954) 431-7043
Telephone Number

W 96-23399

626

Dear Friends
Qualification members

Please expedite.

Thank you

Shene

P. OREGON NOV 15 1996

746 50685.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 5, 1996

MODELIN RENE
2800 DEVONWOOD AVE
MIRAMAR, FL 33025

SUBJECT: APOSTOLIC CHURCH OF JSESUS CHRIST, INC.
Ref. Number: W96000023399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for APOSTOLIC CHURCH OF JSESUS CHRIST, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

ENCLOSED A FORM FOR FUTURE FILING....

Please return 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 (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00050685

Dear Freida
I've made corrections as
stated & included a check for \$8.75 for a
certificate. As usual I'll appreciate your
usual prompt return of material.
Freida

ARTICLES OF INCORPORATION
OF
APOSTOLIC CHURCH OF JESUS CHRIST, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended, execute the following Articles of Incorporation:

Article I Name

The name of this Corporation shall be Apostolic Church Of Jesus Christ, Inc.

Article II Principal Place of business and mailing address

The principal place of business and the mailing address of this corporation is:
13925 NE 6th avenue, North Miami, Florida 33161

Article III Term of Existence

The period during which the Corporation shall continue is perpetual.

Article IV Purposes

Section 1. Purposes. This Corporation is organized and shall be operated exclusively for religious purposes; and, in particular, to establish and maintain churches where the gospel is preached, the Bible taught, the Sacraments duly administered, God is worshipped, believers edified, and Christian benevolent ministries offered.

Section 2. Powers. Subject to any limitations or restrictions imposed by law or by these Articles, or any amendments thereto, the Corporation shall have all of the general rights, privileges, and powers conferred to not-for-profit corporations by the Act and the laws of the State of Florida.

Section 3. Limitations. All of the purposes and powers of the Corporation are subject to the express conditions and limitations that:

- a. No part of the assets and net earnings of the Corporation shall inure to the benefit of any of its members, members of the Board Of Directors, officers or other private individuals; provided, that the Corporation shall not be precluded from paying

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

reasonable compensation for services rendered to or for the Corporation and form making and distributions in furtherance of its purposes;

- b. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any political party or candidate for public office;
- c. The Corporation shall not engage in any acts or activities which are not in furtherance of its purposes or which would deprive it of recognition as an exempt organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as the same may be then in effect, or of any laws of the United States of America enacted in substitution thereof and then in force; and
- d. The Corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c) 92) of the Internal Revenue Code of 1954, as the same may be then in effect, or of any laws of the United States of America enacted in substitution thereof and then in force.

Article V

Members

Every person who believes in Jesus Christ as Saviour and Lord, confesses Him publicly, is baptized, and observes the ordinances of Jesus Christ is qualified and eligible for membership in this Corporation. Other qualifications for membership and the manner of admission to membership shall be specified from time to time by the By-Laws of the Corporation. Such member shall be entitled to one (1) vote on each matter to come before a meeting of the members.

Article VI

Registered Office and Registered Agent

Section 1. Registered Office. The initial registered office of the Corporation is located at 13925 NE 6th Ave, N. Miami FL. # 304.

Section 2. Registered Agent. The initial registered agent of the Corporation is Henry Rocher.

Article VII

Board Of Directors

Section 1. Duties. The affairs of this Corporation shall be managed by the Board Of Directors.

Section 2. Number on Board Of Directors. The initial Board Of Directors shall be composed by five (5) members. The exact number of these numbers shall be specified from time to time in the By-Laws of the Corporation, but the minimum number shall not be less than three (3). Whenever the By-Laws fail to specify the exact number, the number of individuals on the Board Of Directors shall be three (3).

Section 3. Names and Post Office Addresses of the Member of the Board Of Directors. The names and addresses of the first Board Of Directors are:

Henry Rocher
139 25 NE 6 Ave
N. Miami, FL 33161

Dominique Marie Louis
1453 NE, 148 Street
N Miami Beach, FL 33161

Edourgin Lerine
139 25 NE 6th Ave
N. Miami, FL 33161

Ned, Lhomme Desir
141.55 W. Dixie Hy.
Apt 37
Miami, FL 33161

Jean Lucien Bertrand
13720 NW 8th Ave
N. Miami, FL 33161

Section 4. Qualifications and Election of Board Of Directors. Every individual on the Board Of Directors must be a member of the Corporation and actively participate in the affairs of the Corporation. Other qualifications for such office shall be specified from time to time in the By-Laws. The members of the Board Of Directors shall be elected by the members of the Corporation.

Section 5. Term of Office. The term of office of the members of the Board Of Directors shall be specified from time to time by the By-Laws of the Corporation. If the By-Laws do not otherwise provide, the term of office of each member of the Board Of Directors shall be one (1) year.

Article VIII

Incorporators

The names and addresses of the incorporators of the Corporation are:

Henry Rocher
13525 NE 6th Ave
N Miami, FL 33161

Article IX

Provisions for Regulation and Conduct of the Affairs of the Corporation

The affairs of the Corporation shall be subject to the following regulation:

Section 1. Meetings of the members and the Board Of Directors of the Corporation shall be held at such place, within or without the State of Florida, as may be authorized in the By-Laws.

Section 2. The Corporation shall operate entirely without profit to its members, members of the Board Of Directors, officers or other private individuals, and no such person shall receive any pecuniary benefits from the Corporation, but the Corporation may pay such reasonable compensation for services actually rendered exclusively in furtherance of the Corporation's express purposes.

Section 3. The members, members of the Board Of Directors, and officers of the Corporation shall have no power or authority to do any act which might prevent the Corporation from being recognized at all times as an organization described in Section 501(c) (3) of the Internal Revenue Code of 1954, as amended.

Section 4. In the event of dissolution of the Corporation, all money, property, and assets of the Corporation remaining after satisfaction of all the liabilities of the Corporation shall be paid, transferred, and assigned to such organizations, organized and operated exclusively for religious, charitable or educational purposes, designated by the Board Of Directors of the Corporation, which shall at the time be qualified as organizations exempt from income taxation and to which donations or grants shall be deductible by donors for tax purposes, under the provisions of the Internal Revenue Code of 1954, as the same may be then in effect, or of any laws of the United States of America enacted in substitution thereof and then in force.

Any such money, property, and assets not so disposed of by the Board Of Directors shall be paid, transferred, and assigned to APOSTOLIC CHURCH OF JESUS CHRIST INC. International, Inc., and Illinois not-for-profit corporation, which shall at the time be

qualified as an organization exempt from income taxation and to which donations or grants shall be deductible by donors for tax purposes, under the provisions of the Internal Revenue Code of 1954, as the same may be then in effect, or of any laws of the United States of America enacted in substitution thereof and then in force, and designated for the ministry or ministries of APOSTOLIC CHURCH OF JESUS CHRIST INC. International, Inc. among the Haitian people if it has such ministry or ministries at that time.

Section 5. Subject to the foregoing sections, the Church Committee of the Corporation shall have complete and plenary power to manage, control, and conduct all of the affairs of the Corporation and shall have the power to make, alter, amend, and repeal the By-Laws of the Corporation.

Section 6. These Articles of Incorporation may be amended at any time, or from time to time, by an affirmative vote of the number of members of the Church Committee prescribed by the By-Laws in the manner and to the extent permitted under the Act, but no amendments shall be adopted which would deprive the Corporation of recognition as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, The undersigned incorporators do hereby execute these Articles of Incorporation this 31 day of October, 1996.

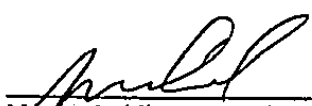


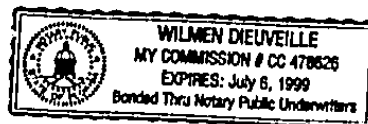
Henry Rocher

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

Personally appeared before me, the undersigned authority, Henry Rocher, to me well know to be Incorporators described in the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at MIAMI, Florida this 31st day of October 1996.


Notary Public, State of Florida at Large
My Commission Expires July 6, 1999




CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 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: Apostolic Church of
Jesus Christ, Inc.
2. The name and address of the registered agent and office is:
- Henry Rocher
(NAME)
- 13925 NE 6th Avenue, Apt #304
(P.O. BOX NOT ACCEPTABLE)
- N. Miami, FL 33161
(CITY/STATE/ZIP)

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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 

DATE 10-31-96