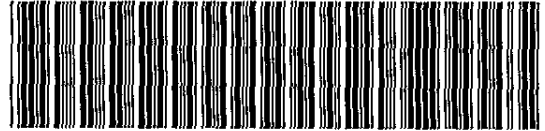


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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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05 AUG 31 AM 10:48

DIVISION OF CORPORATIONS

**TRANSMITTAL LETTER**

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

**SUBJECT:** \_\_\_\_\_  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: JUAN MILLAN  
Name (Printed or typed)

1205 BERMUDA LKS LN #201  
Address

KISSIMEE FL 34741  
City, State & Zip

407-758-8394  
Daytime Telephone number

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

ARTICLES OF INCORPORATION  
OF  
IGLESIA DE DIOS CIUDAD DE REFUGIO, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION

FILED  
05 AUG 31 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Location of Principal Office

- A. The name of the corporation is Iglesia de Dios Ciudad De Refugio, Inc., a Florida not for Profit Corporation. Its initial office shall be at 5701 Normie Dr., Orlando, FL. 32808.
- B. And the mailing address of the corporation should be, P.O. Box 592660, Orlando FL 32859-2660.

ARTICLE II

Term

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III

Incorporators

The name and address of the Incorporators of these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Rev. Marcos A. Marrero - President	14950 Lake Azure Dr. Orlando, FL. 32824
Mr. Jose A. Baldarrama - Secretary	6064 Nashua Ave. Orlando, FL. 32809
Mr. Juan Millan - Treasurer	1205-201 Bermuda LKS LN Kissimmee, FL. 34741
Miss. Janice Rivera - Director	2324 Lynbrooke View Ct. Apt 4 Orlando, FL. 32822

#### ARTICLE IV

##### General Purposes

The general purposes for which the corporation is organized are exclusively religious, charitable, 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 V

##### Specific purposes

The specific purposes for which the corporation is organized are providing a place of worship for its members, who shall be members in good standing of the Church of God, Cleveland, Tennessee, and conducting the affairs of the congregation according to the rules and regulations of the Church of God, Cleveland, Tennessee, and specifically the *General Assembly Minutes of the Church of God, Cleveland, Tennessee*; promoting the cause of Christianity in accord with the teachings, tenets, and customs of the Church of God, Cleveland, Tennessee; receiving, managing, and distributing gifts, bequests, and other funds for the benefit of the congregation and the Church of God, Cleveland, Tennessee; owning and maintaining suitable buildings and facilities necessary for their acquisition, upkeep, maintenance and sale, all in accord with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee.

#### ARTICLE VI

##### Corporate Powers

The corporation shall have all of the powers conferred by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, which are necessary, incidental, or convenient to the purposes of the corporation as herein stated.

## ARTICLE VII

### Activities not permitted

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law or (b) 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.

## ARTICLE VIII

### Dedication and Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefits of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any on the corporator assets upon dissolution of the corporation.

In the event of dissolution of this corporation, or in the event this corporation shall cease to exist, or depart from the polity of the Church of God, Cleveland, Tennessee, as expressed in the General Assembly Minutes of the Church of God, Cleveland, Tennessee, and otherwise, the assets of the corporation shall revert to the State Trustees for the Church of God in the state of Florida, their successors and assigns, and if the State Board of Trustees shall cease to exist, then to Church of God, a Tennessee nonprofit corporation, and if the Church of God cease to exist, then to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or the

corresponding sections of any prior or future Internal Revenue Code. Further that the proceeds/assets from the disposition must go directly into real property purchase or improvements.

## ARTICLE IX

### Management of Corporate Affairs

(a) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of directors. The corporation shall have three (3) Director(s) initially. The number of Directors of the corporation maybe increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of directors is stated in the Bylaws of this corporation.

The Directors named herein as the first Board of directors shall hold office until the first meeting of Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent o consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by

unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first Members of the Board of directors are as follows:

<u>Name</u>	<u>Address</u>
Rev. Marcos A. Marrero - President	14950 Lake Azure Dr. Orlando, FL. 32824
Mr. Jose A. Baldarrama - Secretary	6064 Nashua Ave. Orlando, FL. 32809
Mr. Juan Millan - Treasurer	1205-201 Bermuda LKS LN Kissimmee, FL. 34741
Miss. Janice Rivera – Director	2324 Lynbrooke View Ct. Apt 4 Orlando, FL. 32822

(b) Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Treasurer, and Secretary and such other Officers as the Bylaws of the corporation may authorize, from time to time, the Directors to elect. Initially, such Officers shall be elected at the first meeting of the Board of Directors.

#### ARTICLE X

##### Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or

having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

## ARTICLE XI

### Membership

The membership of the corporation shall consists of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, as may be received into membership in accordance with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as the same now exists or may be hereafter from time to time be amended.

## ARTICLE XII

### Bylaws

The Board of Directors of the corporation may provide such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation act concerning corporate action that must be authorized or approved by Members of the corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with



the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as the same now exists or may be hereafter from time to time be amended.

### ARTICLE XIII

#### Amendments to Articles of Incorporation

An amendment to these Articles of Incorporation may be proposed by any Members of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors, and an affirmative vote of a majority of the members of the Corporation, provided that the proposed amendment does not conflict with these Articles of Incorporation and is in accord with the *General Assembly Minutes* of the Church of God, Cleveland, Tennessee, as the same exists or may be hereafter from time to time be amended.

ARTICLE XIV

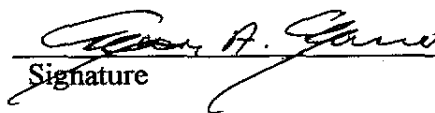
Initial Registered Office and Agent

The name and address of the initial registered agent of the corporation is:

\_\_\_\_\_  
Rev. Marcos A. Marrero

\_\_\_\_\_  
14950 Lake Azure Dr. Orlando, FL. 32824  
\_\_\_\_\_  
\_\_\_\_\_

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 31<sup>st</sup> day of August, 2005, for the purpose of forming this not for profit corporation under the laws of the State of Florida.

  
Signature

MARCO SA MARRERO  
Print

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above started corporation, at the place designated herein, I hereby agree to act in this capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 31<sup>st</sup> day of August 2005.

*Marcos A. Marreón*  
Signature Registered Agent

MARCO S A MARREÓN  
Print

**FILED**  
05 AUG 31 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA