



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF INCORPORATION

OF

MONTE CALVARIO FOUNDATION, INC.

the original of which was filed in this office on the 17th day of May, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 17th day of May, 2006

Elaine F. Marshall

Secretary of State

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Elaine F. Marshall
North Carolina Secretary of State
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State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
MONTE CALVARIO FOUNDATION, INC.

1. Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.
2. The name of the corporation is: **MONTE CALVARIO FOUNDATION, INC.**
3. The Corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).
4. The street address and county of the initial registered office of the corporation is:
5. 4814 Silabert Ave., Charlotte, Mecklenburg County, Charlotte, NC 28205
6. The name of the initial registered agent is: Pastor Marcelino Sojo
7. The name and address of each incorporator is as follows:
8. Marcelino Sojo
10712 Downpatrick Place, Charlotte, NC 28210
9. The corporation will not have members.
10. The street address and county of the principal office of the corporation is:

4814 Silabert Ave., Charlotte, Mecklenburg County, NC 28205
Mailing address: 10712 Downpatrick Place, Charlotte, NC 28210
11. The names and addresses of the initial directors are as follows:
Marcelino Sojo – 10712 Downpatrick Place, Charlotte, NC 28210
Ifigenia Moreno – 10712 Downpatrick Place, Charlotte, NC 28210
Sioly Rodriguez – 4123 North Course Drive, Charlotte, NC 28277
Alice Fewox – 7116 Spruce Pine Trail, Waxhaw, NC 28173
11. The corporation prohibits the following 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 purposes set forth in these articles of incorporation. 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 provisions 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

13. Upon dissolution of the corporation, the assets thereof shall, after all liabilities and obligations of the corporations have been paid, or adequate provision made therefore, be distributed to Monte Calvario International Church, located in Charlotte, N.C.
14. These articles will be effective upon filing.
15. This is the 10th day of May , 2006.


Incorporator
Marcelino Sojo

Monte Calvario Foundation Inc.
Bylaws

ARTICLE 1.- OBJECTIVES AND PURPOSES

The purposes for which the corporation is organized are exclusively educational, cultural, charitable, scientific and religious within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Internal Revenue Code"). More specifically, the corporation is formed for the benefit of, to perform the functions of, and to carry out the purposes of a non-profit corporation which is organized under the laws of the State of North Carolina and which is exempt from federal income taxation under §501(a) of the Internal Revenue Code as an organization described in §501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Bylaws, this corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or by an organization described in Section 509(a)(3) of the Internal Revenue Code.

In carrying out the objects enumerated in Section 1, the Board of Directors of the corporation from time to time shall have broad authority and discretion to use the funds and property belonging to the corporation in such manner as shall to them seem most conducive to those ends.

Notwithstanding any other provision of these Bylaws, of the Articles of Incorporation of the corporation, or of any action taken by the Board of Directors, no part of the net earning or funds of the corporation shall inure to the benefit of any private individual, firm or corporation; no part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; nor shall the corporation intervene in any political campaign on behalf of any candidate for public office. The corporation shall act in such manner as to maintain its status as a tax exempt corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code and its status as an organization described in Section 509(a)(3) of the Internal Revenue Code, with specific reference to the requirements and prohibitions of its Articles of Incorporation.

ARTICLE II – Offices

Registered Office and Registered Agent: The registered office of the Corporation shall be located in the State of North Carolina at such place as may be fixed from time to time by the Board of Directors upon filing of such notices as may be required by law, and the registered agent shall have a business office identical with such registered office.

Other Offices: The Corporation may have other offices within or outside the State of North Carolina at such place or places as the Board of Directors may from time to time determine.

ARTICLE III - Members

The Corporation shall have no members.

ARTICLE IV- Board of Directors

Number and Powers:

The management of all the affairs, property and interest of the Corporation shall be vested in a Board of Directors, consisting of five (5) persons, who shall be elected by the Board, and shall hold office until the next annual election of directors and until their successors are elected and qualified. The term of office of members of the Board shall be two years. .

In addition to the powers and authorities by these Bylaws and the Articles of Incorporation expressly conferred upon it, the Board of Directors may exercise, in good faith, all such powers of the Corporation and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances.

Change of Number: The number of directors may at any time be increased or decreased by amendment of these Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director.

Vacancies: Subject to the approval of the rest of the Board, all vacancies in the Board of Directors, whether caused by resignation, death or otherwise, may be filled by the Chairman of the Board, or if there is none, by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified. The filling of vacancies shall comply with section 1(b) above.

Removal of Directors: Any director may be removed, with or without cause, by three fifths of the votes of all other directors at a meeting, provided notice of the proposed action was contained in the notice of the meeting.

Regular Meetings: Regular meetings of the Board of Directors, or any committee designated by the Board of Directors, may be held with or without notice at the registered office of the Corporation or at such other place or places, either within or without the State of North Carolina, as the Chairman of the Board may from time to time designate. The annual meeting shall be held each year during the first quarter of the calendar year at such time and place as the Board shall designate.

Special Meetings: Special meetings of the Board of Directors, or any committee designated by the Board of Directors, may be called at any time by the Chairman of the Board, or in his absence or upon written request, by any three other directors, to be held at the registered office of the Corporation or at such other place or places as the directors may from time to time designate.

Notice: Notice of all special meetings of the Board of Directors, stating the date, time and place thereof, shall be given seven (7) days prior to the date of the meeting. Such notice need not specify the business to be transacted at, or the purpose of, the meeting unless otherwise required by these bylaws.

Quorum: Three fifths of the whole Board of Directors shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law or these bylaws.

Waiver of Notice: Attendance of a director or a committee member at a meeting shall constitute a waiver of notice of such meeting, except where a director or a committee member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. A waiver of notice signed by the director or directors, whether before or after the time stated for the meeting, shall be equivalent to the giving of notice.

Registering Dissent: A director who is present at a meeting of the Board of Directors at which action on a corporate matter is taken shall be presumed to have assented to such action unless his dissent shall be entered in the minutes of the meeting, or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting, before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Committees: The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each of which shall consist of two or more directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation: provided that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease or exchange of all or substantially all of the property and assets of the Corporation not in the ordinary course of business; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director of any responsibility imposed upon it or him by law.

Remuneration: No stated salary shall be paid directors, as such, for their service, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of such Board; provided, that nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

Loans: The Corporation shall not loan money or credit to its directors.

Disbursement: The Corporation shall not make any disbursement of income to any director.

Action by Directors without a Meeting: Any action required or which may be taken at a meeting of the directors, or of a committee thereof, may be taken without a meeting if a

consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote.

Action of Directors by Communications: Directors may participate in a meeting of directors by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Contracts with Directors: The Corporation shall not enter into any contract with a director unless approved by a two-thirds vote of the Board at a regular meeting and otherwise consistent with the law.

ARTICLE V - Officers

Designations. The officers of the Corporation shall consist of a Chairman of the Board, a Chief Executive Officer, a General Director, a Secretary, a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board may designate. Any two or more offices may be held by the same person, except the offices of Chief Executive Officer and Secretary.

Appointment and Term of Office. The officers of the Corporation shall be appointed annually by the Board of Directors at the annual meeting of the Board of Directors. Each officer shall hold office until a successor shall have been appointed and qualified, or until such officer's earlier death, resignation or removal.

Powers and Duties. If the Board appoints persons to fill the following positions, such officers shall have the power and duties set forth below:

The Chairman of the Board.- The pastor of Monte Calvario International Church of Charlotte, North Carolina shall serve as Chairman of the Board if willing and able to service. If unable or unwilling to serve, the Board of Directors, in its discretion, may elect a Chairman from among its Board members to serve as Chairman of the Board of Directors. The Chairman, who, when present, shall preside at all meetings of the Board of Directors, and who shall have such other powers as the Board may determine. The Pastor of the Monte Calvario International Church or his appointed designee shall provide pastoral leadership to the Foundation, offer guidance on the direction of the Foundation, amend the By-laws if need be, and said designee shall serve as Liaison between the Foundation and the authorities of Monte Calvario International Church and the Emanuel Christian Center..

The Chief Executive Officer and Representative. The CEO of the Corporation, subject to the direction and control of the Board of Directors, shall have general control and management of the business affairs and policies of the Corporation. The CEO shall act as liaison from and as spokesman for the Board of Directors. The CEO shall participate in long-range planning for the Corporation and shall be available to the other officers of the Corporation for consultation. The CEO shall possess power to sign all certificates, contracts and other instruments of the Corporation. The CEO shall be responsible for the strategic planning of the Foundation. Unless a Chairman of the Board of Directors has been appointed and is present, the CEO shall preside at all meetings of the Board of Directors. The CEO

shall perform all such other duties as are incident to the office of CEO or are properly required by the Board of Directors.

The Director Executive Officer and Representative.- The DEO of the Corporation, subject to the direction and control of the Board of Directors, shall be the liaison from the Foundation and the local government authorities and shall have the control and be responsible for the citizenship programs and for Special Projects. Shall perform the duties of the CEO in case of his/her absence, sickness or disability and in general shall perform such further duties as may be prescribed by the Board of Directors.

The Secretary. The Secretary shall issue notices for all meetings, except for notices of special meetings of the directors which are called by the requisite number of directors, shall keep minutes of all meetings, shall have charge of the seal and the Corporation's books, and shall make such reports and perform such other duties as are incident to the office of Secretary, or are properly required of him or her by the Board of Directors.

The Treasurer. The Treasurer shall have the custody of all moneys and securities of the Corporation and shall keep regular books of account. The Treasurer shall disburse the funds of the Corporation in payment of the just demands against the Corporation or as may be ordered by the Board of Directors, taking proper vouchers or receipts for such disbursements, and shall render to the Board of Directors from time to time as may be required an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties incident to his or her office or that are properly required of him or her by the Board of Directors.

Standards of Conduct for Officers. An officer with discretionary authority shall discharge such officer's duties under that authority in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner the officer reasonably believes to be in the best interests of the Corporation.

Delegation. In the case of absence or inability to act of any officer of the Corporation and of any person herein authorized to act in such officer's place, the Board of Directors may from time to time delegate the powers or duties of such officer to any other officer or any director or other person whom it may in its sole discretion select.

Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting of the Board.

Other Officers. The Board of Directors, or a duly appointed officer to whom such authority has been delegated by Board resolution, may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Resignation. An officer may resign at any time by delivering notice to the Corporation. Such notice shall be effective when delivered unless the notice specifies a later effective

date. Any such resignation shall not affect the Corporation's contract rights, if any, with the officer.

Removal. Any officer elected or appointed by the Board of Directors may be removed at any time, with or without cause, by the affirmative vote of a majority of the whole Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Salaries and Contract Rights. The salaries, if any, of the officers shall be fixed from time to time by the Board of Directors. The appointment of an officer shall not of itself create contract rights.

Contracts. The Chief Executive Officer may sign contracts authorized by the Board of Directors on behalf of the Corporation where the value of the contract is less than one thousand dollars in the first year. Where the value exceeds that amount, both the CEO and the DEO must sign.

ARTICLE VI - Depositories

The moneys of the Corporation shall be deposited in the name of the Corporation in such bank or banks, trust company or trust companies as the Board of Directors shall designate, and shall be drawn out only by check or other order for payment of money signed by such persons and in such manner as may be determined by resolution of the Board of Directors.

ARTICLE VII - Notices

Except as may otherwise be required by law, any notice to any director may be delivered personally or by mail. If mailed, the notice shall be deemed to have been delivered when deposited in the United States mail, addressed to the addressee at his or her last known address in the records of the Corporation, with postage thereon prepaid.

ARTICLE VIII- Seal

The seal of the Corporation, if any, shall be in such form and bear such inscription as may be adopted by resolution of the Board of Directors, or by usage of the officers on behalf of the Corporation.

ARTICLE IX - Books and Records

The Corporation shall keep at its registered office, its principal office in this state, or its secretary's office if in this state, the following:

Current Articles and Bylaws;

Correct and adequate records of accounts and finances;

A record of officers' and directors' names and addresses;

Minutes of the proceedings of the Board of Directors and any minutes which may be maintained by committees of the Board of Directors. Records may be written, or electronic if capable of being converted to writing.

The records shall be open at any reasonable time to inspection by any member of the Board of Directors. Any such member must have a purpose for inspection reasonably related to membership interests.

ARTICLE X - Amendments

The Board of Directors shall have power to make, alter, amend and repeal the Bylaws of this Corporation by a majority vote of all members of the Board, whether present or not.

The Board of Directors may adopt emergency Bylaws which shall be operative during an emergency in the conduct of business of the Corporation resulting from an attack on the United States or any nuclear or atomic disaster. The emergency Bylaws may make any provision that may be practical and necessary for the circumstances of the emergency.

ARTICLE XI.- LIQUIDATION

Upon dissolution and/or liquidation of the corporation, the assets thereof shall be distributed in accordance with paragraphs (1), (2) and (3) of Section 55A-14-03(a) of the General Statutes of North Carolina to the extent those paragraphs apply. Any remaining assets, after providing for the expenses of dissolution and/or liquidation, shall be distributed to Monte Calvario International Church of Charlotte, North Carolina, if it is a "qualified charity", meaning that it is exempt from taxation under §501(c)(3) of the Internal Revenue Code and it is an organization contributions to which are deductible under §170(c) of the Internal Revenue Code at the time of dissolution and/or liquidation and at the time of distribution or, if the Monte Calvario International Church of Charlotte, North Carolina is not a qualified charity, to such organization(s) that are qualified charities as shall, in the judgment of the directors, be most likely to fulfill the purposes of the corporation.