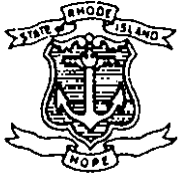


Filing Fee: \$35.00

ID Number: 97650



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

NON-PROFIT CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Iglesia Apostolica of Woonsocket, Inc.

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
To preach the gospel according to the word of god and the New Testament.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation:

See Attachment A

5. The address of the initial registered office of the corporation is 30 Perry Street
(Street Address, not P.O. Box)

Central Falls, RI 02863 and the name of its initial registered agent at such
(City/Town) (Zip Code)

address is Jose B. Caraballo
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is Three
(Not less than three Directors)

and the names and addresses of the persons who are to serve as the initial directors are:

<i>Name</i>	<i>Address</i>
<u>Jose B. Caraballo</u>	<u>30 Perry Street, Central Falls, RI 02863</u>
<u>Marco T. Huertas</u>	<u>30 Perry Street, Central Falls, RI 02863</u>
<u>Jaime Morales</u>	<u>214B East Mountain Street, Worcester, MA 01609</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

7. The name and address of each incorporator is:

Name	Address
Jose B. Caraballo	30 Perry Street, Central Falls, RI 02863

8. Date when corporate existence to begin upon filing of these Articles of Incorporation.
(Not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Dated November 10, 1997

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

FILED
NOV 10 1997
BY SPD Q123548

Just B Anshelle

Signature of each Incorporator

ATTACHMENT A

4. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating power of the corporation, or of its directors, officers, members, are as follows:

(a) The directors may make, amend or repeal the By-laws in whole or in part, except with respect to any provision thereof which by law or the By-laws requires action by the members, and subject to the power of the members to amend or repeal any By-law adopted by the directors.

(b) Meetings of the members may be held anywhere in the United States.

(c) The Corporation may be a partner in any enterprise which it would have the power to conduct by itself.

(d) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among the inure to the benefit of any officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 2. 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 distributing or statements), any political campaign on the behalf of any candidate for public office. It is intended that the Corporation shall be entitled to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.

(e) Notwithstanding anything else herein provided, the Corporation is organized and shall be operated exclusively for educational, charitable, religious or literary purposes, as said terms have been and shall be defined pursuant to Sections 170(c) and 501(c)(3) of the Code, or under any successor sections thereto. All powers of this Corporation shall be exercised only in such manner as will assure the operation of this Corporation exclusively for said educational, charitable, religious or literary purposes, as so defined, it being the intention that this Corporation shall be exempt for federal income tax and that contributions to all purposes and powers herein shall be interpreted and

exercised consistently with this intention.

(f) In the event that the Corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the articles of organization or the by-laws of the Corporation, the following shall apply:

The Corporation shall distribute the income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

(g) Except as may be otherwise required or permitted by law, the Corporation may at any time authorize a petition for its dissolution to be filed with the Supreme Judicial Court of the State of Rhode Island pursuant to the Rhode Island General Laws by the affirmative vote of a majority of the directors of the Corporation then in office; provided, however, that in the event of any liquidation, dissolution, termination, or winding up the Corporation (whether voluntary, involuntary or by operation of law), the property or assets of the Corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious, or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, contributions to which nonprofit institutions or organizations or deductible under Sections 170(c) of the Code and which qualify as exempt for income tax under Section 501(c)(3) of such Code as such sections may, from time to time, be amended or added to or under any successor sections thereto, as a majority of the total number of the directors of the Corporation may by vote designate and in such proportions and in such manner as may be determined in such vote; provided, further, that the Corporation's property may be applied to charitable, religious, literary or educational purposes in accordance with the doctrine of cy pres in all respects as a court having jurisdiction in the premises may direct.

(i) No officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision

of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of an officer or director for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph (j) which restricts or limits the limitation on liability provided thereunder of officers and directors shall apply or be effective with respect to actions and omissions of any officer or director occurring prior to the date said amendment or deletion became effective.

(j) The foregoing clauses shall be construed as both purposes and powers and the enumeration of specific powers therein shall not be held to limit or restrict in any manner the general powers of the Corporation.