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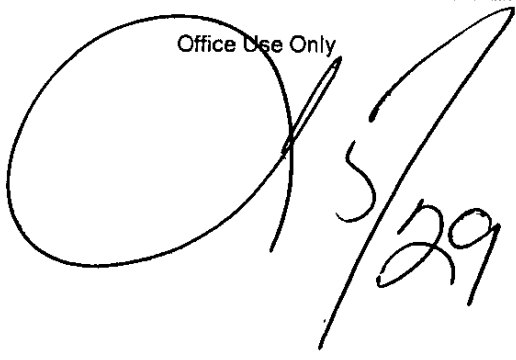
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07 MAY 25 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Changing Lives International Ministries, Inc.
(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: MARVA M. Nicholas
Name (Printed or typed)

4650 Eldron Ave
Address

North Port, FL 34286
City, State & Zip

941-587-8652
Daytime Telephone number

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

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07 MAY 25 AM 11:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
For
Changing Lives International Ministries, Inc.

The undersigned subscriber to these Articles of Incorporation is a natural person Competent and authorized to these articles of incorporation for Changing Lives International Ministries, Inc., a Non-profit Corporation under Chapter 617 of Florida Statues.

Article 1 – Name

The name of the Corporation is Changing Lives International Ministries, Inc. (hereinafter “Corporation”).

Articles 2 – Purpose of the Corporation

This Corporation is organized exclusively for educational, charitable, religious, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) Of the Internal Revenue Code or the corresponding section of any future tax code.

The specific and primary purpose for which this corporation is formed is to: To provide for the instruction of individuals for the purposes of improving or developing their capabilities, or the instruction of the public on subjects useful to individuals and beneficial to the community, promote community service/volunteer Work intended to benefit the poor, distressed, or underprivileged, improve the moral, educational, religious, and social welfare of individuals.

Mission work in Jamaica, to help build homes for the homeless. To provide clothing and food banks for individuals in need. To help meet the needs in the community.

Articles 3- Prohibitions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Board of Directors, Officers, or other private Person, 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 the purposes set forth in Article second hereof.

No substantial part of the activities of the Corporation shall be 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 provision 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 internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4 – Capital Stock

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

Article 5 – Qualification of Members And Manner of Their Admission

The categories of membership, qualification for membership and the manner of Admission shall be as forth in and regulated by the By Laws of the Corporation.

Article 6 – Voting Rights

Members of the Corporation will have voting rights as provided in the By-Laws of the Corporation.

Article 7 – Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

Article 8 – Term of Existence

The Corporation shall have perpetual existence.

Article 9 – Manner of Election of Directors

The Directors of the Corporation shall be elected by a majority vote of the Members of the Corporation. Except for the President/CEO (Chief Executive Officer), all Officers of the Corporation shall be appointed annually by a majority vote of the Board of Directors/Trustees. The President/CEO perpetually, as further described by the By Laws.

Article 10 – Officers

The officers of the Corporation shall consist of the following positions.

- President/CEO**
- Vice President**
- Secretary**
- Treasurer**
- Auditor**
- LegalCounsel/Advisor**

Article 11 – The Names of the Officers who are to serve Until the First Election under the Articles of Incorporation

The names of the individuals who are to serve as officers until the first election under the Articles of Incorporation are as follows:

**President: Marva Michelle Nicholas
Vice President: Yvonne L. Carter
Secretary: Sheryl Nicholas
Treasurer: Sheryl Nicholas**

Article 12 – Board of Trustees/Directors

This Corporation shall have no less than three trustees/directors, and the number of Trustees/directors may be increased, as provided by the By Laws, but never decrease to a number less than three trustees/directors. The names and addresses of The persons who are to serve as members of the Board of Directors until the first Election under the Articles of Incorporation are as follows:

- 1. Marva Michelle Nicholas, 4650 Eldron Ave. North Port, FL 34286**
- 2. Yvonne L. Carter, 2236 Saw Palmetto Lane, #113, Orlando, FL 32828**
- 3. Sheryl Nicholas, 4650 Eldron Ave. North Port, FL 34286**
- 4. Sheryl Nicholas, 4650 Eldron Ave. North Port, FL 34286**

Article 13 – Liabilities for Debts

Neither the members nor the members of the Board of Trustees/Directors or Officers of the Corporation shall be liable for the debts of the Corporation.

Article 14 – Indemnification

The Corporation shall indemnify a director/trustee or officer of the Corporation Who was wholly successful, on the merits or otherwise, in the defense of any? Proceeding to which the director or officer was a party because the director/ Trustee or officer is or was a director/trustee or officer of the Corporation against Reasonable attorney fees and expenses incurred by the director or officer in Connection with the proceeding. The Corporation may indemnify an individual Made a party to a proceeding because the individual is or was a director, trustee, Officer, employee or agent of the Corporation against liability if authorized in the Specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, Is permissible in the circumstances because the director, trustee, officer, employee or agent has met the standard of conduct set forth by the board of directors. The Indemnification and advancement of attorney fees and expenses for directors, Trustees, officers, employees and agents of the Corporation shall apply when such Persons are serving at the Corporation's request while a director, trustee, officer,

Employee or agent of the Corporation, as the case may be as a director, officer, partner, trustee, employee, or agent, of another foreign or Domestic Corporation, Partnership, joint venture, trusts, employee benefit plan or other enterprise, Whether or not for profit, as well as in their official capacity with the Corporation? The Corporation also may also purchase and maintain insurance on behalf of an Individual arising from the individual's status as a director, trustee, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All References in these Articles of Incorporation are deemed to include any amendment Or successor thereto. Nothing Contain in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a trustee, director, officer, Employee or agent of the Corporation or the ability of the Corporation otherwise to Indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding Indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "trustee", "officer," "employee" and "agent" shall Include the heirs, estates, executors, administrators and personal representative Of such person.

Article 15 – Amendment to the Articles Of Incorporation

Except for Article 9 of these Articles of Incorporation, the Corporation may amend any of the other articles in the Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Trustees/Directors, proposed by them to the Members, and approved at a Members Meeting by a majority vote of the Members, unless all the Trustees/Directors, and All the Members sign a written statement manifesting their intention that certain Amendment of these Articles of Incorporation is made.

Article 16- Amendment of by-laws

This Corporation shall have the right and power to enact by-laws not repugnant To this Chapter and the further right and power to alter, amend or rescind the It upon previous notice of intention to alter amends or rescinds the same being Given for such length of time as may be prescribed by the by-laws, Rules or Regulations of this Corporation, including the manner or procedure thereof, at Any Business meeting or at any Special meeting called for that purpose.

Article 17- Principal Office

The address of the principal office of this Corporation is 4650 Eldron Ave. North Port, Fl. 34286 and mailing address is the same.

Article 18- registered office and Registered agent

The initial address of the registered office of this Corporation is located at 4650 Eldron Ave. North Port, Fl. 34286. The name and address of the registered agent of this Corporation is Marva Michelle Nicholas, 4650 Eldron Ave. North Port, Fl. 34286.

Article 19 – Incorporator


The name and street address of the Incorporator for these Articles of Incorporation Of this Corporation is Marva Michelle Nicholas, Whose address shall be the same as the principal office of the Corporation.

Article 20 – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for purposes or to such organization or Organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

The under sign incorporator has executed these Articles of Incorporation This 12 day of May 2007.

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/Registered Agent

4/31/07
Date



Signature/Incorporator

4/31/07
Date

FILED
07 MAY 25 AM 11:23
CLERK OF STATE
FALLAHASSEE, FLORIDA