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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

DAUGHTERS OF ZION INTERNATIONAL FOUNDATION INC.  
(FUNDACION INTERNACIONAL HIJAS DE SION INC.)

The following are the Articles of Incorporation of Daughters of Zion International Foundation Inc., a non-profit corporation.

ARTICLE ONE

The name of the corporation shall be:

DAUGHTERS OF ZION INTERNATIONAL FOUNDATION INC. and its principal place of business shall be 10009 Costa del Sol Blvd., Miami, Florida 33178.

ARTICLE TWO

The purposes for which the Corporation is organized are to solicit, collect, receive, accumulate, administer, receive and maintain real and personal property, or both, in whatever form, including cash funds from public and private sources, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for religious, charitable, literary, scientific or educational purposes either directly or by contributions to organizations that qualify as exempt organizations

THIS INSTRUMENT PREPARED BY: ALICIA M. NAVARRO, ESQ.  
3121 Ponce de Leon Blvd.  
Coral Gables, Fl. 33134  
(305) 445-8239  
FLA. BAR #798665

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under Section 501 (c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

The Corporation shall be empowered to enter into contracts, hold and convey title to real and personal property, and exercise all powers permitted a corporation not for profit under Section 617.021, Florida Statutes, and the other laws of the State of Florida, not inconsistent with the general objectives enumerated herein. All funds of the Corporation and any moneys from its operation shall be used in the furtherance of the purposes set forth hereinabove.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 in furtherance of one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

The corporation shall engage in, promulgate, foster, promote and otherwise cause to be affected the preaching, teaching and spreading of the Gospel, tenets, principals, concepts, admonitions, words, thoughts, projections, revelations and the whole embodiment of the Holy Bible, according to its purposes, reasons for being and existence, together with all the concepts, reasonings and precepts, and more particularly the revelation of and speaking of God, the Father and Creator of mankind.

To engage in the ministry of man and mankind without limitation, which ministry shall include, but not limited to, the should and spiritual aspect, the economic and social improvement, enhancement and well being, the psychological aspect, the physical aspect, the intellectual aspect, and all other facets and areas of

the life of man and mankind and/or the human being of all ages and in all areas for the purposes of improving and enhancing the human life to the glory of God and for the human being's own enhancement, elevation and progress.

To foster and promote the improvement and highest attainment in the areas of economic well-being, social relationships, intellectual achievements, physical improvement and spiritual development and growth for the purpose of enabling mankind of all ages and stations, regardless of the status of each individual, to form a more realistic attitude and approach to God as the Father and Creator of all things and the continuous in the foregoing respects, it will not be the purpose of this church to promulgate secularistic, social and political concepts inasmuch as the Creator and Redeemer under the belief and principal that such relationship will then be reflected among all men for the enhancement and elevation thereof.

To regularly assemble together the members of this ministry for fellowship one with another and to worship God in spirit and in truth; and to cooperate in the assembling of the whole body of Christ.

To involve every member of this ministry in its fellowships and activities and in the move of the Holy Spirit.

To help solving family and marital problems so that the home life of each member can be healthy and fruitful by Biblical standards.

To perform sacramental ceremonies such as baptism in water, marriage, dedication of infants, the celebration of the Lord's Supper and funeral services.

To ordain ministers and provide them with the proper credentials, to assist in the establishment and maintenance of other ministries, including churches; and to send forth missionaries for the establishment and upbuilding of the ministries, both domestic and foreign. To support and encourage communication and extension of the Christian life and witness by sound and comprehensive preaching and teaching of the Holy Bible and of the Gospel of the Lord Jesus Christ to all men, both within this fellowship and elsewhere, not only by conventional modes, but also by means which will accomplish such communication, extension, teaching and preaching including but not limited to, media of communication developed by modern technology; but not private profit, to sponsor, participate in, conduct or engage in radio broadcasting; television broadcasting; the printing or reproduction and publication of recordings, books and other materials; the establishment and operations of a school or schools; and the holding and conducting of seminars, study groups, workshops and meetings, by either resident or traveling evangelists, teachers, pastors, or other elders; to receive offerings for such purposes; and to grant aid and pay reasonable compensation for services actually rendered to persons, firms and corporations for such purposes, to establish a bookstore or bookstores.

To establish a program to visit the prisons, with the main purpose of developing a prevention program inside the system, and to make the inmates aware of Aids epidemic, providing Bible classes, counseling and psychotherapy that could provide the emotional and spiritual support needed to help inmates cope with the system and prepare them to be model citizens when released.

To help the community in providing services that will include aid to the homeless male and female, providing shelter, food, clothes, counseling that could help them integrate back into society, support groups, Bible classes and referrals to community/government medical agencies.

To help the community in general conducting seminars and conferences in Public Schools and churches for Aids prevention, and drug and alcohol prevention.

To help the community in providing aid to female and male HIV patients giving them shelter, food, clothes, counseling, support groups, Bible classes, referrals to community/government medical agencies and recuperation program for substance abusers. To provide comprehensive care services for children, youth, women, and families who are infected or affected by human immune deficiency HIV and to link comprehensive care.

To establish a program to visit the hospitals and the elderly, providing the spiritual and psychosocial support needed to help the sick.

To establish a program for victims of domestic violence.

ARTICLE THREE  
REGISTERED AGENT

The location of the Registered Office of the Corporation shall be 10009 Costa del Sol Blvd., Miami, Florida 33178. The Registered Agent of the Corporation shall be MARISOL POPOVITS.

ARTICLE FOUR  
CAPITAL STOCK

This corporation is authorized to operate without stock as per the Laws of Florida.

ARTICLE FIVE  
TERM

The existence of the corporation is to be perpetual.

ARTICLE SIX  
INITIAL BOARD OF TRUSTEES

The Constitution and Bylaws of this Corporation, provides that the officers of the Administrative Board, excepting the President, shall serve as Trustees of this church representing this corporation as its agent. This initial Board of Trustees will be composed of:

REV. DIANA MELENDEZ PEREZ, Pres./Treasurer/Director  
10009 Costa Del Sol Blvd., Miami, Fl. 33178.  
MARISOL POPOVITS, Vice-Pres./Secretary/Director  
10009 Costa Del Sol Blvd., Miami, Fl. 33178.  
ROBERTO SOSA, Director  
10009 Costa Del Sol Blvd., Miami, Fl. 33178.

ARTICLE SEVEN  
SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation is as follows:



NAME

ADDRESS

REV. DIANA MELENDEZ PEREZ  
President

10009 Costal del Sol Blvd.  
Miami, Fl. 33178

ARTICLE EIGHT  
ADMINISTRATIVE BOARD

The Affairs and property of the Corporation shall be managed and governed by the Administrative Board composed of not less than five (5) persons. The number of Board Offices shall be determined from time to time in accordance with the provisions of the Corporation's Bylaws. The manner of selection of Board Officers and their respective terms has been specified in the Constitution and Bylaws.

ARTICLE NINE  
MEMBERS

The members of the Corporation shall be any individuals who request membership and meet the qualifications set forth in the Constitution and Bylaws of the Corporation.

ARTICLE TEN  
BYLAWS

The Bylaws of the Corporation shall be adopted by the Administrative Board, which Bylaws may be altered, amended, or rescinded in accordance with the Bylaws.

ARTICLE ELEVEN  
AMENDMENTS

Any proposal for the alteration, amendment, or rescission of these Articles of Incorporation shall set forth the proposed alteration or amendment or the provisions to be rescinded, shall

be in writing, shall be signed by not less than one third of the members or two-thirds of the Trustees, and shall be delivered to the President (or to the Vice President if any), who shall thereupon call a meeting of the membership not less than ten (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of a majority of the members of the Corporation shall be required for adoption of the requested alteration, amendment, or rescission.

#### ARTICLE TWELVE INDEMNIFICATION

Every trustee and every officer of the Corporation may be indemnified by the Corporation, at the sole discretion of the Administrative Board, against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof to which he may be a party, or in which he may become involved by reason of being or having been a trustee or officer at the time such expenses were incurred, except in such cases in which the trustee or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Trustees approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which

such trustee or officer may be entitled. The Board of Trustees may purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

**ARTICLE THIRTEEN**  
**DISSOLUTION**

Upon the dissolution of the church, the Board of Trustees shall, after paying or making provisions for the payment of all liabilities of the church, dispose of all of the assets of the Church exclusively for the purposes of the church in such manner and to such organization or organizations organized and operated exclusively for religious, charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or to any federal, state, or local government, as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the church is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

IN WITNESS WHEREOF, the undersigned subscriber to these Articles of Incorporation has hereunto set his hand and seals

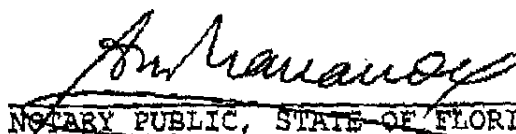
this 6 day of February, 2003.

  
REV. DIANA MELENDEZ PEREZ, PRESIDENT

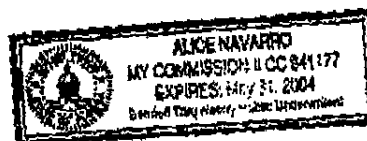
STATE OF FLORIDA)  
                          ) S.S.  
COUNTY OF DADE )

BEFORE ME, personally appeared REV. DIANA MELENDEZ PEREZ,  
well known to me to be the person described herein and who  
executed the foregoing Articles of Incorporation, and  
acknowledged to and before me that she executed said instrument  
for the purposes therein expressed.

WITNESS my hand and official seal this 6 day of  
February, 2003. Affiant is personally known to me.

  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of Chapter 617, 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.

The name of the corporation is: DAUGHTERS OF ZION INTERNATIONAL FOUNDATION INC.

The name and address of the registered agent and office is:

MARISOL POPOVITS  
10009 Costa del Sol Blvd.  
Miami, FL 33178

  
MARISOL POPOVITS, Registered Agent

Date: 01/21/03

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF CHAPTER 617, FLORIDA STATUTES.

Signature: 

Date: 01/21/03

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