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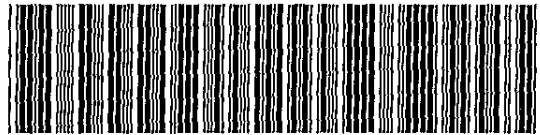
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2003 OCT 20 PM 2:08  
OFFICE OF STATE  
TALLAHASSEE FLORIDA

152  
10/30/03

TRANSMITTAL LETTER

FILED

2003 OCT 20 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

SUBJECT: LEMAAN TZIYON 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: WENDY MARTINEZ  
Name (Printed or typed)

531 ONE CENTER BLVD - 207  
Address

ALTAMONTE SPRING, FL 32701  
City, State & Zip

407-331-7037  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**LEMAAN TZIYON MINISTRIES. INC**

**FILED**

2003 OCT 20 PM 2:08

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I**

**NAME**

The name of the organization shall be the **LEMAAN TZIYON MINISTRIES. INC**

**ARTICLE II PRINCIPAL**

**OFFICE**

**2.01 Principal Office.** The principal office of the corporation in the State of Florida shall be located in the City of Altamonte Spring, County of Seminole.

531 ONE CENTER BLVD -SUITE 207 -ALTAMONTE SPRING, FL. 32701

**ARTICLE III**

**PURPOSE**

**Mission:**

**3.01** Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes to participate in religious, charitable, training and study of religious issues. Rendering of material aid to those in need of assistance.

**3.02** And shall 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 of 1954.

No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

**3.03** No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided by Internal Revenue Code Section 501 (b)), or participating in, or intervening in (including the publication or distribution of statements), and political campaign on behalf of any candidate for public office.

**3.04** Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for a public purpose.

## **ARTICLE IV**

### **MANNER OF ELECTION**

**4.01 Officers.** The Officers of the corporation shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

**4.02 Election and Term of Office.** The Officers of the corporation shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified.

**4.03 Removal.** Any officer elected or appointed by the Board of Directors may be removed by a vote of at least 2/3 (two-thirds) of the Board of Directors, whenever

in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

**4.04 Vacancies.** A vacancy in any office because of death, resignation, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**4.05 President.** The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He shall preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Trustees from time to time.

**4.06 Vice-President.** In the absence of the President or in the event of his inability to act, the Vice President (or in the event that there be more than one Vice President, the Vice President's in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or Board of Directors.

**4.07 Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article 12 of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**4.08 Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records, keep a register of the post office address of each member which shall be furnished to the Secretary by each member and in general, perform all duties incident to the office of Secretary

and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**4.09 Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

## **ARTICLE V**

### **INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

HENRY CANELONES 620 WIDOW BARTLEY DRIVE ORLANDO FL 32828	Director/ President
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WENDY MARTINEZ 531 ONE CENTER BLVD - 207 ALTAMONTE SPRING, FL 32701	Director/ V President
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IVELISSE SANCHEZ 726 CHEETAH TRAIL APOPKA, FL 32712	Director/Treasurer
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DIRECTORS WILL BE ELECTED/APPOINTED AS STATED IN THE BYLAWS

## **ARTICLE VI**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida Street address of the registered agent is: WENDY MARTINEZ

531 ONE CENTER BLVD - 207  
ALTAMONTE SPRING, FL 32701

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator is: WENDY MARTINEZ

531 ONE CENTER BLVD - 207  
ALTAMONTE SPRING, FL 32701

**ARTICLE VIII**  
**FISCAL YEAR**

**8.01 Fiscal Year.** The fiscal year of the corporation shall begin on the first day of January and end on the last day in December in each year.

**ARTICLE IX**  
**SEAL**

**9.01 Seal.** The corporation shall have a corporate seal.

**ARTICLE X**  
**DISTRIBUTIONS**

**10.01** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, 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 the purposes set forth in Article III hereof. 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 provision of these Articles of Incorporation, 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, as amended or supplemented, or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, as amended or supplemented.

## **ARTICLE XI**

### **DISSOLUTION**

**11.01** Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended or supplemented, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation 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 purposes.

## **ARTICLE XII**

### **CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

**12.01 Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

**12.02 Checks and Drafts.** All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the corporation.



**12.03 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**12.04 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation

**12.05 Giving.** The corporation can from time to time as determined by the Board of Directors give offerings, gifts, and contributions and that these offerings, gifts, and contributions shall not be restricted to only those works or individuals related to Messianic Judaism, but to any other such work or individual who lives and proclaims the truth of the Messiahship of Yeshua HaMashiach, and is in agreement with God's purposes for Eretz Yisrael, and the Jewish people.

## **ARTICLE XIII**

### **BOOKS AND RECORDS**

**13.01 Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at the registered or principal office of record, giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by any Director or his agent or attorney for any proper purpose at any reasonable time.

## **ARTICLE XIV**

### **WAIVER OF NOTICE**

**14.01 Waiver.** Whenever any notice is required to be given under the provisions of the Florida Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

In Witness Whereof, We, Henry Canelones, Wendy Martinez, Ivelisse Sanchez, have executed these Articles of Incorporation in duplicate this 14 day of October, 2003, and say:

That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.

  
Signature/ HENRY CANELONES

  
Signature/ WENDY MARTINEZ

  
Signature/ IVELISSE SANCHEZ

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2003 OCT 20 PM 2:08  
CLERK OF STATE  
TALLAHASSEE FLORIDA

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**Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.**

**Signature/Registered Agent Date**

  
Signature/ WENDY MARTINEZ

10/14/03  
Incorporator Date