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5/11/06

**TRANSMITTAL LETTER**

Department of State  
Division of Corporation  
P.O.Box 6327  
Tallahassee, Florida 32314

**SUBJECT: LIVING WATERS COMMUNITY FELLOWSHIP MINISTRIES, INC.**

Enclosed is an original and one (1) copy of articles of incorporation and a check for: \$87.50 filing fee and certified copy.

From: Arthur Ballard, President  
600 North Hwy 17-92  
Suite # 166  
Longwood, Florida 32750  
Daytime phone : 407-834-8718

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ARTICLES OF INCORPORATION  
OF  
LIVING WATERS COMMUNITY FELLOWSHIP MINISTRIES, INC.

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, do hereby state the Articles of Incorporation of Living Waters Community Fellowship Ministries, Inc., in their entirety, and adopt the following Articles of Incorporation and agree and certify as follows:

ARTICLE I  
NAME

The name of this corporation shall be:

Living Waters Community Fellowship Ministries, Inc.  
(Hereinafter "Corporation")

ARTICLE II  
INITIAL, PRINCIPAL OFFICE

The address of the initial principal office and mailing address of the Corporation shall be: 600 North Hwy 17-92, Ste #166, Longwood, FL 32750. The mailing address shall be the same.

The property and assets of this corporation are irrevocably dedicated to Religious, Charitable, Scientific, Literary and Educational purposes.

ARTICLE III  
COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence corporate existence on the filing of these Articles of Incorporation and shall have perpetual existence unless sooner dissolved according to law. It has no stock.

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TALLAHASSEE, FLORIDA

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**ARTICLE IV**  
**PURPOSES AND GENERAL POWERS**

The Corporation is formed for religious and benevolent purposes, and shall not be used for pecuniary gain or profit of its members. It is formed as an independent religious society. It is not subject to the rules of any religious hierarchy.

The and purpose of Living Waters Fellowship Ministries, Inc. is to be a community outreach winning and seeing souls come into the kingdom of our Lord and Savior, Christ Jesus.

The Corporation shall establish a Board of directors who shall along with the President/CEO have the power to establish missions, issue licenses and make decisions in the operation of the Corporation.

The Corporation shall have the power to function in all ways and set up all forms of ministries, which is lawful and as directed by the Holy Spirit.

In addition, this Corporation shall establish other ministries and faith-based initiatives. The Corporation shall have all the powers enumerated in the Florida Not for Profit Corporation Act, as the same now exists and as hereafter may be amended.

The corporation is organized exclusively for charitable, religious, educational and literary 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 of 1986 (or the corresponding provision of any future United States Internal Revenue law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its 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 the purposes set forth in these Articles. 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 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 by: (a) a corporation exempt from Federal income taxation under Section 501(c) 3 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The organization will not, as a substantial part of its activities, attempt to influence legislation (unless it elects to come under the provisions allowing certain

lobbying expenditures) or participate to any extent in a political campaign for or against any candidate for public office.

## ARTICLE V

### INITIAL BOARD OF DIRECTORS

This Corporation shall have no less than three (3) and no more than seven members. The number of directors may be either increased or diminished from time to time as provided in the Bylaws of the Corporation. The manner in which directors are elected or appointed shall be the original incorporator shall appoint the Board of Directors and its Chairperson. These individuals shall remain in office as long as they are willing to uphold the purpose, goals and Bylaws of the Corporation. The names and street addresses of the initial directors of this Corporation are as stated below.

- |                        |  |
|------------------------|--|
| 1. Arthur R. Ballard I | 287 Anchor Road, Casselberry, FL 32707             |
| 2. Sarah B. Ballard    | 287 Anchor Road, Casselberry, FL 32707             |
| 3. Deangela Brooks     | 849 S. Wymore #26B, Altamonte Springs, FL 32714    |
| 4. Kimberly Leak       | 21 S. College Avenue, Eatonville, FL 32751         |
| 5. Dorothy Jackson     | 617 Lake Mobile Drive, Altamonte Springs, FL 32701 |

Directors and Officers may resign their positions by sending a written statement to the registered agent.

A Director or Officer may be asked to resign when the best interest of the Corporation is no longer demonstrated by his or her actions or the Board of Directors upon consent to the registered agent and President shall make decisions in the operation of the Corporation.

All new Board members shall be appointed by the Incorporator.

## ARTICLE V

### INITIAL INCORPORATOR REGISTERED OFFICE AND AGENT

The name and address of the incorporator shall be:

Arthur Ballard, 600 North Hwy 17-92, Ste #166, Longwood, FL 32750

The initial registered office of this corporation shall be located at 600 North Hwy 17-92, Ste#166, Longwood, FL 32750 and the initial registered agent of the Corporation shall be Arthur Ballard. The Corporation may change its street address, registered agent or the location of its registered office, or any of the above, from time to time without amendment of these Articles of Incorporation.

#### ARTICLE IX INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct and gross negligence.

#### ARTICLE X BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

#### ARTICLE XI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the city or 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  
HEADINGS AND CAPTIONS

The heading or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, do hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true and do hereby subscribe thereto and hereunto set their hand and seal this 30<sup>th</sup> day of April, 2006.

  
\_\_\_\_\_  
Arthur Ballard, President

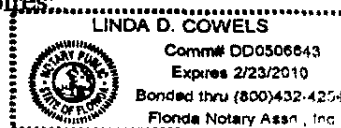
STATE OF FLORIDA        )  
                                  Ss:  
COUNTY OF SEMINOLE )

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Arthur Ballard, known to me or provided identification \_\_\_\_\_, to be the person who executed the foregoing Articles of Incorporation, and he/she acknowledged before me that he/she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 30<sup>th</sup> day of April, 2006.

  
\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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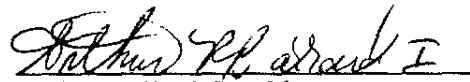
In compliance with Section 48.091, Florida Statutes, the following is submitted:

LIVING WATERS FELLOWSHIP MINISTREIS, INC., desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its principal place of business at 600 North Hwy 17-92, Ste#166, Longwood, Fl 32750, and its registered office at 600 North Hwy 1792, Ste#166, Longwood, FL 32750, and names Arthur Ballard as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named not for Profit Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

DATED this 30<sup>th</sup> day of April, 2006.

  
Arthur Ballard, President

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06 MAY -8 AM 9:26  
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