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FLORIDA PROFIT/NON PROFIT CORPORATION**Billion Soul Initiative, Inc.**

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May '9, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CORPORATE CREATIONS INTERNATIONAL INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BILLION SOUL INITIATIVE, INC.

I, the undersigned natural person over the age of eighteen (18), acting as an incorporator, adopt the following Articles of Incorporation of Billion Soul Initiative, Inc., (the "Corporation"), under the Florida Not For Profit Corporation Act (the "Act").

ARTICLE 1
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Corporation is Billion Soul Initiative, Inc. The principal place of business of the Corporation is 2639 Canterbury Circle, Rockledge, FL 32955-6527. The mailing address of the Corporation is P.O. Box 592880, Orlando, FL 32859-2880.

ARTICLE 2
NONPROFIT CORPORATION

The Corporation is a nonprofit corporation organized under the Act and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the "Internal Revenue Code of 1986").

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity, notwithstanding subsequent action by the Board of Directors.

ARTICLE 4
PURPOSES

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding the foregoing, the Corporation's purposes also include the

limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, but without limitation, the purposes of this Corporation are:

(a) To promote the Christian religion by any appropriate form of expression, within any available medium, and in any location, through the Corporation's combined or separate formation, of a church, ministry, charity, school, or eleemosynary institution, without limitation.

(b) To promote the Gospel of Jesus Christ worldwide together with other Christian organizations who agree to a goal that one billion persons will experience salvation in the next number of years and five million new churches will be planted.

(c) To help network, train and focus the Body of Christ, and specifically Christian pastors and leaders, by conducting events and other gatherings, communicating the message and providing training through methods that are on-ground, on-air and online.

(d) To educate the body of Christ through any and all educational means deemed appropriate and to help members develop toward full Christian maturity and train them for effective ministry.

(e) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(f) To handle affairs pertaining to property and other temporal matters as required by the civil authorities.

(g) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended.

(h) This Corporation is also organized to promote, encourage, and foster any other similar religious, charitable and educational activities; to accept, hold invest, reinvest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Corporation. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended.

ARTICLE 5 POWERS AND RESTRICTIONS

Except as otherwise provided in these Articles, and in order to carry out the above-stated purposes, the Corporation shall have all those powers set forth in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and

proper to carry out its express powers. The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

(a) The Corporation shall not pay dividends, and no part of the Corporation's income shall inure to the benefit of or be distributable to its directors, officer, members or other private persons, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as 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 any candidate for public office. The Corporation shall not carry on any other activities not permitted by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, nor shall the Corporation take any action inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

(b) Notwithstanding any other provisions of these Articles, in the event this Corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1986, it shall: (i) distribute its income for such taxable year at such time and in such manner prescribed, or shall comply with regulations controlling the private foundation taxation under Section 4942 of the Internal Revenue Code of 1986, as amended; (ii) avoid any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended; (iii) avoid any "excess business holdings" as defined by Section 4943(c) of the Internal Revenue Code of 1986, as amended; (iv) avoid investments subjecting the foundation to taxation under Section 4944 of the Internal Revenue Code of 1986, as amended; and (v) avoid taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

(c) The Corporation shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's religious, charitable or educational purposes or if the gift or grant would require serving a private as opposed to a public interest.

ARTICLE 6 MEMBERSHIP

The Corporation shall have no members.

ARTICLE 7 REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2639 Canterbury Circle, Rockledge, FL 32955-6527. The name of the registered agent at this office is James O. Davis.

ARTICLE 8 BOARD OF DIRECTORS

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors (the "Board of Directors") of the Corporation. The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The initial Board of Directors shall consist of six (6) persons. The number of directors may be increased or decreased by the Board of Directors, by amending these Articles of Incorporation, or by amending the Bylaws, any of which shall have the same force and effect. The number of directors may not be decreased to fewer than three (3). Directors need not be residents of Florida.

The initial Board of Directors shall consist of the following persons at the following addresses:

<u>Name of Director</u>	<u>Street Address</u>
Sunday Adelaja	Vasilenko St. House 8a, Flat 58 Kiev 03124 Ukraine
James O. Davis	2639 Canterbury Circle Rockledge, FL 32955-6527
Suliasi Kurulo	P.O. Box 7615 Valelevu, Nasinu Suva, Fiji Islands
Ben Lerner	610 Sycamore Street, Suite 350 Celebration, FL 34747
David Sobrepena	P.O. Box 471 1502 Greenhills Metro Manila, Philippines
Elmer Towns	Liberty University 1971 University Blvd. Lynchburg, VA 24502

**ARTICLE 9
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

**ARTICLE 10
INDEMNIFICATION**

Except as may be defined and limited by the Bylaws, the Corporation may, but is not required to indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation. The Corporation may provide a trust fund, insurance or other arrangement to effectuate this article.

**ARTICLE 11
CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

**ARTICLE 12
DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under Internal Revenue Code Section 501(c)(3) (or the corresponding provision of any future tax law of the United States).

**ARTICLE 13
INCORPORATOR**

The name and street address of the incorporator is:

Matt Anthony

5201 N. O'Connor Blvd., Suite 500
Irving, Texas 75039

ARTICLE 14 ACTION BY WRITTEN CONSENT

The Corporation, if taking action by written consent in lieu of a meeting, shall attempt to obtain the unanimous written consent of all persons entitled to vote. Notwithstanding the foregoing, any required or permissible act may be taken without a meeting by use of written consents signed by no less than the number of directors whose vote would be necessary to take action at a fully attended meeting, according to the Bylaws. A consent signed by less than all of the directors is not effective to take the intended action unless consents, signed by the minimum required number of persons, are delivered to the Corporation within 60 days after the date of the earliest dated consent delivered to the Corporation. Each written consent must set forth the action to be taken and bear the date of signature of each person signing it. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the intended action taken to persons who do not sign consents. If the action taken requires documents to be filed with the secretary of state, the filed documents will indicate that the written consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

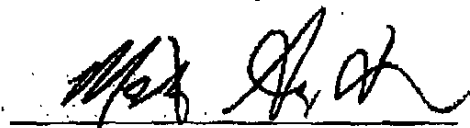
ARTICLE 15 AMENDMENT

These Articles may not be amended in any way without the approval of a two-thirds (2/3) majority of the members of the Board of Directors.

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.


Registered Agent

I execute these Articles of Incorporation on the 30th day of April, 2007.


Matt Anthony

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA