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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KS

12/13/07

Prosperity Accounting & Consulting, Inc.

January 31, 2006

Doris Brown
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Zion Living Stone Ministries Int'l, Inc.

Dear Ms. Brown:

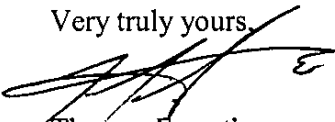
Enclosed please find a check in the amount of \$78.75, (\$35.00) for filing fees, (\$35.00) for Registered Agent Designation and (\$8.75) for a Certified copy of the application for the above named Non-Profit corporation.

Also enclosed are two (2) sets of notarized Articles of Incorporation and Certificate of Resident Agent.

Please return, after filing, to Prosperity Accounting & Consulting, Inc., PO Box 300016, Fern Park, FL 32730.

Should you have any questions, please do not hesitate to call at 407-461-5505.

Very truly yours,



Thomas Forsyth

TFF/lac

Enclosures

**ARTICLES OF INCORPORATION
OF**

**Zion Living Stone Ministries Int'l, Inc.
A NON-PROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Non-Profit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

Article One: Corporate Name

The name of this corporation is **Zion Living Stone Ministries Int'l, Inc.**

Article Two: Addresses

The principal physical address of this corporation is:

588 S. Wilma St., Longwood, FL 32750

The Principal mailing address is:

588 S. Wilma St., Longwood, FL 32750

Article Three: Purpose of Organization

The specific purposes for which this corporation is organized are exclusively religious, charitable, educational and scientific purposes, within the meaning of section 501(C) 3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States of America Internal Revenue Law.

The specific and primary purposes for which this corporation is formed are:

- (a) to form and found a fellowship ministry which will serve as a guiding pillar for the mutual sharing of the Good News of the Gospel of Jesus Christ to the nations by:
 - (i) providing Biblical training and education through teaching, preaching and evangelism.
 - (ii) issuing ministerial credentials for the ordination and licensing of ministers of the Gospel for the work of the ministry.
 - (iii) establishing internal and external developmental programs of assistance and/or programs to meet the spiritual, emotional, physical and material needs of members and/or non-members as determined necessary and needful in accordance with the Gospel teachings of Jesus Christ.
 - (iv) to receive Tithe, Offerings, Gifts and Bequests in order to promote the purpose of the corporation.

- (v) establishing and maintaining physical places for worship, ministry, training, education, programs, offices and related projects consistent with the maturing needs of a charitable organization pursuant to the Florida Corporations Non-Profit law set forth in Section 617 of the Florida Statutes and exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.
 - (vi) to operate exclusively in any other manner for such religious, educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.
- (b) This corporation is a NON-PROFIT corporation and is not organized for the private gain of any person(s) or member(s). The policies and principles of the organization shall consist of those in the Articles of Incorporation, Articles of Faith, Ministerial Code of Ethics and any and all regulations pertaining to the functioning of this organization as stated in the organizations By-Laws and as set forth in the official minutes of the organization. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.
- (d) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Article Four: Duration

The term of this corporation shall be perpetual unless sooner dissolved by law or the affirmative vote of the corporation membership.

Article Five: Directors

The number of initial directors of this corporation is Two (2). These directors were elected in the organizational meeting of **Zion Living Stone Int'l Ministries, Inc.** in the manner stated in the organization's By-Laws. The number of directors may be increased or decreased by amendment of the bylaws, but, shall in no case be less than two (2). The Board of Directors shall appoint the Executive Officer(s), Executive Business committee and Executive of Instrument as necessary. Executive of Instruments affecting Real Estate and other legal documents shall be signed by the President and any other Officer, which may be the same individual.

The names and addresses of the initial directors are as follows:

Susan S. Jaramillo
120 Monica Ct, Lake Mary, FL 32746

Vered Chen Rozen
120 Monica Ct, Lake Mary, FL 32746

The Board of Directors of this corporation shall be called the Ministerial Board. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Ministerial Board. The minimum number of members of the Ministerial Board of this corporation shall be two (2), provided, however, that such number may be changed by a Bylaw duly adopted by the **Ministerial Board, which shall never be less than two. The manner of election** shall be as provided in the bylaws.

The names and addresses of each initial member of the Ministerial Board are as follows:

Susan S. Jaramillo
120 Monica Ct, Lake Mary, FL 32746

Vered Chen Rozen
120 Monica Ct, Lake Mary, FL 32746

Article Six: Officers

The Officers of the Corporation shall consist of a President, Secretary and Treasurer. Each shall be elected by the Board of Directors, and may be removed by the Board at such time and in such manner as may be prescribed in the bylaws. All positions may be held by the same person(s).

The name(s) and address(es) of each initial Officer is/are as follows:

Susan S. Jaramillo
120 Monica Ct, Lake Mary, FL 32746

Article Seven: Incorporator(s)

The name and address of the Incorporator to these Articles of Incorporation is as follows:

Susan S. Jaramillo
120 Monica Ct, Lake Mary, FL 32746

Article Eight: Dissolution

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article Nine: Acquisition of Assets

In order to provide for the worship and the administration of a church, this corporation may acquire, own, and dispose of any interest in real or personal property; may borrow money in its name or against its property and assets; may pledge its income or any asset toward the repayment of any debt; and may do anything else necessary to accomplish the purposes of its organization and existence fully and to the same extent as could any individual, firm, or corporation, in keeping with the Rules of Order of this Church.

All property shall be deeded to the church and held in its name or, if the church is not incorporated, by the trustees and their successors in office. No property of the church shall be sold, leased, or mortgaged or otherwise disposed of without the same shall have first recommended by a quorum vote of the Ministerial Board of Directors who are in attendance at a regular meeting or a special meeting of the church which has been called for consideration of the proposal. The Pastor and the Ministerial Board of Directors shall certify in such conveyance, lease, or mortgage, that the same has been duly authorized and recommended by a vote of the church. Such certificate shall be held to be conclusive evidence thereof.

Article Ten: Distribution of Assets

- (a) Upon the dissolution of the Corporation, assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under section 501(C) 3 of the Internal Revenue Code.

- (b) No part of the net earnings of this corporation or any of its assets, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.

Article Eleven: Amendments

The Articles of Incorporation may be amended only by a quorum majority vote of the Board of Directors in place at the time of the amendment.

Article Twelve: Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Ministry if they are capable of contributing to the achievement of those purposes and the effective operation of the Ministry, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as specifically provided in the Bylaws.

The qualifications of members and manner of their admission are:

- A) Willingness to worship God.
- B) To join of one's own free will and accord.
- C) To abide by the by-laws of the Church and the teachings of the Bible

Article Thirteen: Stock

This Corporation is organized under a NON-STOCK basis, Religious, Non-Profit. The fiscal year of the Corporation shall end on the 31st day of December.

Article Fourteen: Finances

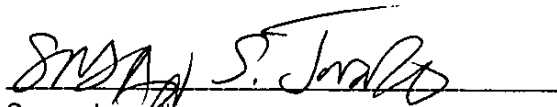
All funds for the maintenance of the church shall be provided by voluntary contributions or the tithes and offerings of the members of the organization. Offerings shall be accepted by the church at such times and in such ways as agreed upon by the Pastor and the Ministerial Board. All offerings shall be counted by at least two authorized people before the funds are removed from the church building. A record shall be kept of all receipts and disbursements of the church and of all individual giving. All funds shall be deposited in federally insured accounts.

Article Fifteen: Pastor's Duties & Qualifications

The Pastor shall be considered as the spiritual overseer of the church and shall direct its spiritual activities. The Pastor shall be a member of the Ministerial Board of Directors of the corporation and shall act as co-chairman of all the business and corporate meetings. The Pastor shall be an exofficio member of all committees and departments. The Pastor shall provide for all

the services of the church and shall arrange for all special meetings, conventions, or revival campaigns. No person shall be invited to speak, preach, or otherwise address the church without the Pastor's approval.

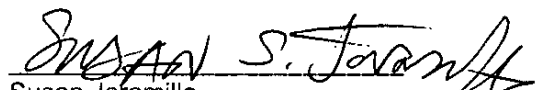
I, the undersigned, being the subscriber and incorporator of this corporation, hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true for the purpose of forming this nonprofit corporation under the laws of the State of Florida and have executed these Article of Incorporation this 4th day of December, 2007.


Susan Jaramillo

12/4/07
Date

STATE of FLORIDA
COUNTY OF Seminole :

BEFORE ME, the undersigned Notary Public, duly authorized in the aforesaid State and County to take oaths and acknowledgments, personally appeared, Susan Jaramillo, who is personally known to me or provided positive identification in the form of a valid driver's license issued by the State of _____, number _____, who, after first being duly sworn by me, deposes and states that he is the person named in the above and forgoing, Articles of Incorporation", he has read same over carefully, completely and thoroughly, and that to the best of Affiant's knowledge, information and belief, all of the matters, facts and statements set forth therein are all true, accurate and correct.


Susan Jaramillo

SWORN and SUBSCRIBED to before me this 4th day of December 2007, A.D.

Notary Public, State of Florida
AT LARGE

My Commission Expires: (N.P. Seal)

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

In compliance with the applicable Florida Statutes governing the formation of Non-Profit Corporations, the following is submitted:

Zion Living Stone Ministries Int'l, Inc., desiring to organize as a Non-Profit Corporation under the laws of the State of Florida with its registered office at 588 S Wilma St. Longwood, FL 32750, whose mailing address the same, has named and designated Susan Jaramillo 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 Non-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 4th day of December, 2007, A.D.

Susan S. Jaramillo

Susan Jaramillo
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA