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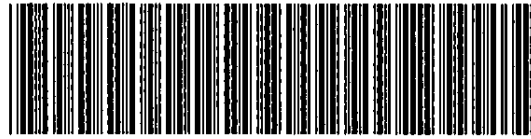
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**COVER LETTER**

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

**SUBJECT: CIRCLE OF SPIRITUAL GROWTH, 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: Richard Zaffuto  
Name (Printed or typed)

7306 Totem Ave  
Address

North Port, FL. 34291  
City, State & Zip

941-780-6558  
Daytime Telephone number

Rkeyboardkid@msn.com

E-mail address: (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION  
OF**

**Circle of Spiritual Growth, Inc.**  
(A Corporation Not-For-Profit)

The Undersigned, who is a citizen of the United States, in order to form a Not for Profit corporation under the provisions of the Florida Not For Profit Corporation Act (Chapter 617 Florida Statutes), hereby signs, verifies and submits the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be “**Circle of Spiritual Growth, Inc.**” (hereinafter referred to as the “Corporation”).

**ARTICLE II**

**INITIAL AND PRINCIPAL OFFICE AND PLACE OF BUSINESS**

The initial and principal office and place of business of the Corporation shall be 250 East Cowles St. Englewood, Florida 34223 or at such other place as may be designated, from time to time, by the Board of Directors (the “Board”).

**ARTICLE III**

**DURATION**

The term of the duration of the Corporation is perpetual, unless it is dissolved pursuant to any applicable provision of the Florida Statutes.

**ARTICLE IV**

**PURPOSE AND POWERS**

The sole purpose of the Corporation is to operate a spiritual center in Florida, all exclusively for the spiritual, recovery, education, recreation, charitable and benefit of its members, the community, those seeking growth and healing and for other non-profitable purposes. To carry out this purpose, the Corporation shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal, or mixed, to borrow money and to lend money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to corporations not-for-profit, unless otherwise restricted by these Articles or the By-Laws.

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- (a) The Circle of Spiritual Growth offers a rich blend of education, spiritual and wellness modalities that promote spiritual, mental and physical wellness by providing a safe healing environment for people in recovery from addiction, for their families, and for those who are seeking spiritual enrichment. We espouse no specific creed or religion, but rather honor the diverse philosophies and practices of all individuals. We believe that all people reserve the right to choose what to think and believe. Our goal is to provide additional tools to enhance one's chosen spiritual path in the United States.
  
- (b) The promotion of spiritual, recovery, educational, charitable and scientific 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, or the corresponding section of any future Federal tax code.

## **ARTICLE V**

### **CAPITAL STOCK**

The Corporation shall have no capital stock and shall be composed of members rather than shareholders. Certificates of membership shall be issued to qualified members.

## **ARTICLE VI**

### **PROHIBITION AGAINST DISTRIBUTION OF INCOME**

The Corporation does not permit pecuniary gain or profit. No dividend shall be paid and no part of the income of the Corporation shall inure to the benefit of any member, Board member or officer, and as such they will have no interest in or title to any of the property or assets of the Corporation. Nothing herein shall prohibit the Corporation from reimbursing its Board members and officers for expenses reasonably incurred in performing services rendered to the Corporation, nor shall anything herein be construed to prohibit payment by the Corporation of compensation in a reasonable amount to a Board member or officer for services rendered to the Corporation in a capacity other than as a Board member or officer, but only as approved by the Board.

## **ARTICLE VII**

### **MEMBERS**

The Corporation shall have members. The members of the Corporation shall be those persons to whom membership certificates are issued as provided in Article VIII herein below.

## **ARTICLE VIII**

### **MEMBERSHIPS**

Eligibility for and procedures for issuing such memberships shall be as provided in the By-Laws. Members shall have such voting rights and shall pay such membership, initiation and other fees, assessments, dues and charges as provided in the By-Laws.

## **ARTICLE IX**

### **TRANSFER OF MEMBERSHIP**

A membership may be transferred only through reissuance of the membership certificate evidencing such membership by the Corporation in accordance with the procedure set forth in the By-Laws.

## **ARTICLE X**

### **BOARD OF DIRECTORS**

- A. The Board of Directors shall be comprised of members. The number, authority and qualifications of members of the Board of Directors shall be as provided in the By-Laws. Each member of the Board of Directors shall serve for a term of one (1) year and until their successors shall be selected.
- B. The Board of Directors will be responsible for the administration of the Corporation, and will have the exclusive authority to establish membership and initiation fees, set dues and assessments, establish rules and regulations and, in general, control the management and officers of the Corporation in accordance with provisions of the By-Laws.
- C. The number of Directors may either increase or decrease from time to time, in accordance with the By-Laws, but shall never be less than three (3).

## **ARTICLE XI**

### **OFFICERS**

The affairs of the corporation shall be managed by a president, a secretary and a Treasurer/ (CFO) and such other officers and assistant officers as the Board from time to time determines appropriate. The officers of the Corporation shall be selected by the Board of Directors at its organizational meeting. Each Officer shall serve for a term of one (1) year and until their successors shall be selected. Officers shall be selected from the board members.

## **ARTICLE XII**

### **REMOVAL OF DIRECTORS AND OFFICERS**

Any Board member or office may be removed with or without cause and for any reason prior to the expiration of his or her term in the following manner:

- A. Any Board member may be removed with or without cause and for any reason upon a petition of the Board of Directors in writing signed by twenty percent (20%) of the members then entitled to vote and the approval of such recall, at a meeting of the members at which a quorum is present, by a two-thirds (2/3) vote of the members voting at such meeting, either in person or by proxy. The Board of Directors shall call a special meeting to be held within sixty (60) days after receipt of the petition and notice shall be given to all members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for giving notice of special meetings. At any such meeting the subject Board member shall be given the opportunity to be heard.
- B. Any officer may be removed with or without cause, and for any reason, by a two-thirds (2/3) vote of the Board of Directors.

## **ARTICLE XIII**

### **LIABILITY FOR DEBTS AND INDEMNIFICATION**

Neither the members nor the officers or Directors of the Corporation shall be liable for the debts of the Corporation. The Corporation shall indemnify and hold harmless each person who shall serve at any time as a Board member or officer of the Corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his or hers having been, or hereafter being, a Board member or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as a Board member or officer, and shall promptly pay each such person for all attorney's fees (including appeals) and other expenses reasonably incurred by him or her in connection with any such claim or liability.

## **ARTICLE XIV**

### **AMENDMENT OF BY-LAWS**

- A. The By-Laws may be altered or amended, by two-thirds (2/3) of the votes cast in person or by proxy at any duly called and constituted annual or special meeting of the members at which a quorum is present. A proposed amendment must be set forth in the notice of the meeting.
- B. The By-Laws may also be altered or amended without a meeting by written consent, provided (i) the request for the members' consents sets forth the text of the proposed amendment; (ii) signed consents are delivered to the office of the Corporation within ten (10) business days from the date of mailing of the request for such consent to the voting members by the Corporation; (iii) such written consents are given within the specified time by two-thirds (2/3) of the members who are eligible to vote.

## **ARTICLE XV**

### **AMENDMENT OF ARTICLES AND APPROVAL OF OTHER MAJOR ACTIONS**

A majority of all of the voting members of the Corporation and a majority vote of all of the voting members of the Board of Directors will be required to authorize or approve any of the following actions:

- A. Merger or consolidation of the Corporation with another entity, and
- B. Voluntary dissolution of the Corporation.

Notwithstanding the above, an affirmative vote of ninety percent (90%) of all of the Members entitled to vote shall be required to authorize or approve the sale, lease, exchange, transfer, or other disposition of all or substantially all of the Corporation's assets.

## **ARTICLE XVI**

### **MEMBERSHIP FEES**

Membership and initiation fees shall be in such amounts as may be fixed, from time to time, by the Board of Directors in accordance with the provisions of the By-Laws. All membership and initiation fees shall be paid by the Corporation.

## **ARTICLE XVII**

### **DUES, ASSESSMENTS AND CHARGES**

Members shall pay dues, assessments and charges in accordance with the By-Laws.

## **ARTICLE XVIII**

### **MANAGEMENT AGREEMENT**

The Board of Directors may authorize the officers of the Corporation to enter into a management agreement with any person, firm or corporation to manage the affairs of the Corporation.



## **ARTICLE XIX**

### **CONTRACTUAL POWERS**

In the absence of fraud, no contract or other transaction ("matter") between the Corporation and any other person, firm, association, corporation, or partnership ("parties" or "party," as the case may be) shall be affected or invalidated by the fact that any Board member or officer of the Corporation is pecuniarily or otherwise interested in, or as a director, officer or member of any such other party, or is pecuniarily or otherwise interested in such matter, or in any way connected with the parties pecuniarily or otherwise interested therein, provided such contract or transaction has been fully disclosed in writing to the Board of Directors prior to its inception. Any Board member may be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing such matter with like force and effect as if he or she were not so interested, or were not a director, member or officer of such other party; however, a Board member who has disclosed a pecuniary or other interest in a matter may not cast a vote on any such matter.

## **ARTICLE XX**

### **DISSOLUTION**

In the event of dissolution or final liquidation of the Corporation, all of the property and assets of the Corporation, after payment of its debts, shall be distributed among its members in accordance with the By-Laws.

**ARTICLE XXI**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

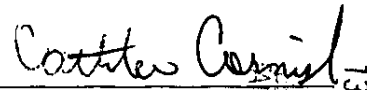
<u>Name</u>	<u>Address</u>
Cathleen M. Cornish	250 East Cowles St. Englewood, Florida 34223

**ARTICLE XXII**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation shall be 250 East Cowles St. Englewood, Florida 34223. The name of the initial registered agent of the corporation at such address shall be Cathleen M. Cornish.

**Acceptance of Appointment**

Cathleen M. Cornish hereby accepts appointment of Registered Agent in the State of Florida for Circle of Spiritual Growth, Inc. I understand that as agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation; to forward all mail to the Corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office of the corporation for which I am agent. I further agree to comply with the provisions of all statutes relating to the proper performance of my duties, and I am familiar with and accept the obligations of my position as a registered agent.



Cathleen M. Cornish, Registered Agent

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this

1<sup>st</sup> day of January, 2013.



Cathleen M. Cornish, Incorporator

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