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WOLLINKA & WOLLINKA FILED

Attorneys at Law

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PASCO COUNTY OFFICE:
2312 U.S. HIGHWAY 19
HOLIDAY, FL 34691

PINELLAS COUNTY OFFICE:
3302 ALT. 19 N.
PALM HARBOR, FL 34683

PLEASE REPLY TO ABOVE ADDRESS

November 6, 1997

FLORIDA DEPARTMENT OF STATE
Division of Corporations - Filing
P.O. Box 6327
Tallahassee, FL 32314

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-11/10/97--01022--006
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RE: Holiday Metaphysical Chapel, Inc.
Non-profit corporation

Dear Sir/Madam:

Please find enclosed two fully executed copies of the Articles of Incorporation for Holiday Metaphysical Chapel, Inc., a not for profit corporation. Please file same with the Florida Department of state, assign a document number and return a certificate of incorporation along with one date stamped copy of the filed articles to this office. Also please find our trust account check covering the filing fees. If you have any questions regarding this matter, please do not hesitate to contact this office.

Thank you.

Sincerely,

Cynthia Montgomery
Legal Assistant to David J. Wollinka, Esq.

/cm
Encls.

P. Hall NOV 12 1997

ARTICLES OF INCORPORATION

FILED

OF

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HOLIDAY METAPHYSICAL CHAPEL, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617.013 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME

The name of this corporation is HOLIDAY METAPHYSICAL CHAPEL, INC.

ARTICLE II - PURPOSES

The HOLIDAY METAPHYSICAL CHAPEL, INC., (hereinafter known as the CHURCH) shall be established and maintained primarily for the purpose of forming a harmonious association and to promote the religion of Divine Metaphysics. The CHURCH is established so that income therefrom may be used, as hereinafter provided, for the following purposes, specifically to include but no way limited to: Distribution to charitable causes, purchase of property whether real, personal, tangible or intangible to be used for charitable purposes and scholarships.

ARTICLE III - NON-PROFIT STATUS

The CHURCH is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE IV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

No part of the net earnings of the CHURCH shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the CHURCH be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the CHURCH be the carrying on of propaganda, or otherwise attempting to influence legislation, and the CHURCH not participate in, or intervene in (including the publishing of 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 CHURCH shall be the carry on any other activities not permitted to be carried on (a) by a CHURCH exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code or (b) by a CHURCH, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code.

ARTICLE V

Upon dissolution of the CHURCH assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state of local government for a public purpose.

ARTICLE VI - MEMBERSHIP

The membership, in good standing, of HOLIDAY METAPHYSICAL CHAPEL, INC. shall constitute the members of the CHURCH.

ARTICLE VI - ESTABLISHMENT OF BOARD OF TRUSTEES

The business affairs of the CHURCH shall be managed by a Board of Trustees consisting of NINE (9) Trustees initially. The number of Trustees may increase or decrease from time-to-time but shall never be less than three (3). The Trustees shall be members in good standing of the HOLIDAY METAPHYSICAL CHAPEL, INC. and shall be elected in accordance with the Bylaws of the CHURCH. The names and addresses of the persons who are to serve as Trustees initially for a period of one year or until the first annual meeting of the CHURCH are:

<u>NAME</u>	<u>ADDRESS</u>
Dave Tepedino	3146 Matchluck Drive Holiday, Florida 34652
Larry Kirchner	12660 Shadow Ridge Hudson, Florida 34669
Clint Jones	15234 Hays Road Spring Hill, Florida 34610
Brenda Ebersberger	7007 Nova Scotia Drive Port Richey, Florida 34668
Gustov Karlson	6711 Embassy Blvd., Apt. 221 Port Richey, FL 34668

ARTICLE VII - POWERS AND DUTIES OF THE BOARD OF TRUSTEES

The Board of Trustees shall have the sole power, duty and responsibility of directing the administration of the CHURCH in accordance with the following provisions:

1. Accurate minutes and records shall be kept of the meetings, decisions and actions of the Board of Trustees and it shall be the continuous responsibility of the secretary elected by the Board to record and keep such minutes and records.

2. The Board of Trustees shall have the power and may delegate to any one or more of its officers the authority to sign on behalf of all the Trustees any and all documents requiring execution in connection with the administration of personal property held for the CHURCH, and in the management of special funds included therein.

3. The Board of Trustees shall have full power to invest and to reinvest the CHURCH or any part thereof, subject to the limitation that no investment thereof shall be made except upon exercise of bona fide discretion by the Board, and by the committees, person, or persons, to whom the Board is authorized to delegate the authority to invest the same. The Board of Trustees shall have the full power and authority to hold in the form in which it is received, and to purchase, sell, assign, transfer, and dispose of any and all property of whatsoever nature donated, bequeathed, or devised to the CHURCH as well as the proceeds of such sales and investments and any monies belonging to said CHURCH.

4. The Board of Trustees may appoint a banking institution to be the custodian of the CHURCH, or of any portion thereof, and may pay reasonable compensation to the custodian of the CHURCH, or of any portion thereof, and may pay reasonable compensation to the custodian for services rendered. All payments by such custodian from said CHURCH shall be made only upon the written direction of such person or persons as are designated by the Board of Trustees. A duly attested copy of the resolution of the Board of Trustees designating such person or persons and bearing on its face a specimen signature of each such person shall be filed with the banking institution as authority for honoring such signature or signatures in the making of payments.

5. The Board of Trustees shall have the power and authority to enter into an agreement with the custodian of the CHURCH, appointed by the said Board as herein provided, providing for and authorizing such custodian of the CHURCH to invest and reinvest the same, or any specified portion thereof, for and on behalf of the Board as its agent or nominee or in its name, or otherwise.

6. The Board of Trustees is expressly authorized and empowered to hold, manage, sell, convey, lease, lend, invest, and reinvest any monies or property at any time forming a part of the CHURCH in any property, real, personal, and/or mixed, of any kind of nature, without being limited or restricted to investments prescribed or authorized for trustees by the laws of Florida. The said Board is expressly authorized to invest and reinvest any portion or part of the CHURCH in a common trust fund maintained and managed by corporate trustees, or any substitute or successor corporate trustee, in accordance with, and in compliance with the provisions of the laws of Florida relating thereto.

7. The Board of Trustees shall have the power, right, and authority to sell, transfer, and convey any and every kind of property, real or personal, which may at any time form part of the CHURCH, when they shall, in their sole discretion, deem it to be the best interest of the CHURCH to sell, transfer, and/or convey the same, whether publicly or privately, as they, in their sole discretion, may deem best, for cash or

on time, without any order of court, upon such conditions as to the said Board of Trustees may seem best, and without liability on the part of the purchaser to see to the application of the purchase money.

8. The Board of Trustees shall have the authority, right and power to pay all necessary expenses incurred in the administration of the CHURCH, to employ and pay agents and attorneys and others when, in the judgment of the said Board, it is deemed necessary and proper for the protection, management, and preservation of the CHURCH; to execute deeds to real property with covenants of general warranty binding on the CHURCH; to make valid leases of real or personal property of any interest therein, including the making of leases for a period beyond the expiration of the term of office of any or all of the Trustees; to borrow money when necessary for the benefit and preservation of the CHURCH, and to pledge any part of the corpus of the CHURCH for the security of the same; to hold any and all securities and other property of the CHURCH in bearer form or in the name of said Trustees or in the name of a duly appointed nominee; to exercise, in person or by proxy, voting rights appertaining to all stocks or other securities and other property of the CHURCH in bearer form or in the name of said Trustees or in the name of a duly appointed nominee; to exercise, in person or by proxy, voting rights appertaining to all stocks or other securities held in the CHURCH, and to execute any option accorded the holder of such stocks and securities; to participate in mergers, reorganizations, or changes; to compromise, arbitrate, and otherwise adjust claims in favor of or against the CHURCH.

9. It shall be the duty of the Board of Trustees, acting directly themselves or through committees of their choosing, not necessarily made up of Board members, to investigate, analyze, and appraise all factors in connection with any proposed or suggested project or program for which the income from the CHURCH may be used.

10. The Board of Trustees shall have no power, authority, or right at any time, to expend or encroach upon the corpus of the CHURCH, or any portion thereof unless the HOLIDAY METAPHYSICAL CHAPEL, INC. is deemed to be insolvent according to generally accepted accounting practices and such encroachment on said corpus is for the sole intent of saving the HOLIDAY METAPHYSICAL CHAPEL, INC..

11. The Board of Trustees and their successors in trust shall serve hereunder without compensation.

12. No Trustee shall be liable to any donor or beneficiary or to any person claiming under any donor or beneficiary, or to the HOLIDAY METAPHYSICAL CHAPEL, INC., by reason of the exercise of any power or discretion hereunder, except in case of fraud or gross negligence on part of a Trustee. All and any directions given to others by the HOLIDAY METAPHYSICAL CHAPEL, INC. acting on behalf of the Board of Trustees hereunder shall be binding and conclusive on all parties concerned.

13. No Trustee acting on behalf of the Board of Trustees shall be personally liable for the acts of omissions of any attorney, agent, accountant, or other assistant of the Board of Trustees employed in the administration of the CHURCH, provided such attorney, agent, accountant or other assistant shall have been selected with reasonable care.

14. The Board of Trustees shall be excused from filing an inventory or appraisal, statements or settlements of account with any court or public authority, so far as is possible under the law.

15. The Board of Trustees shall render an annual report to the UNITED METAPHYSICAL CHURCHES in accordance with their requirements.

16. The Board of Trustees shall render an annual report to the membership, which shall include a report covering all properties held by or in the CHURCH and all in which the CHURCH has any interest, and including itemized statements of receipts and disbursements in and from all accounts of the Board of Trustees for the period covered by the report.

ARTICLE VIII - OFFICERS

The officers of the corporation shall be a president, secretary and a treasurer and such other officers as may be provided by the Bylaws. The officers shall be elected at the annual meeting of the Board of Trustees as provided by the Bylaws. The persons who are to serve as the initial officers of the corporation until the first meeting of the Trustees are:

	<u>NAME</u>	<u>ADDRESS</u>
President:	Rev. Rita Sigardson	4346 Swallowtail Drive New Port Richey, FL 34653
Vice President:	Loretta Fillow	2024 Essex Drive Holiday, FL 34691
Secretary:	Diane Kirchner	6711 Shadow Ridge Hudson, FL 34669
Treasurer:	Kathy Vernon	5020 Reseda Drive New Port Richey, FL 34652

ARTICLE IX - BYLAWS

The Bylaws of the CHURCH may provide for the conduct of its business and the carrying out of its purposes and may be amended, altered or rescinded by a majority vote of the Board of Trustees and approved by a majority of the members present at any regular meeting or any special meeting called for that purpose.

ARTICLE X - AMENDMENTS

These Articles of incorporation may be amended at a special meeting of the members called for that purpose by a majority vote of those present.

ARTICLE XI - ADDRESS

The initial address of the CHURCH shall be: **5811 Auld Lane**
Holiday, FL 34690

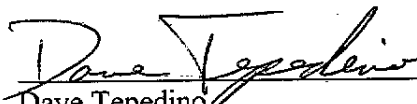
ARTICLE XII - RESIDENT AGENT

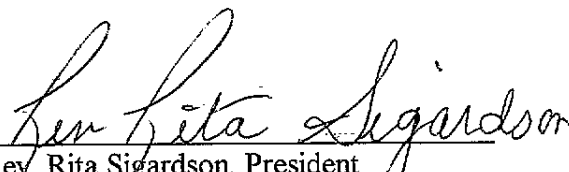
The Resident Agent for service of process shall be **Reverend Rita Sigardson** whose address is 4346 Swallowtail Drive, New Port Richey, FL 34653.

IN WITNESS WHEREOF, we have hereunto set our hands and seals and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 06 day of November, 1997.

TRUSTEES

OFFICERS


Dave Tepedino


Rev. Rita Sigardson, President

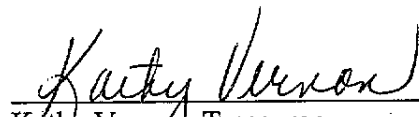

Larry Kirchner

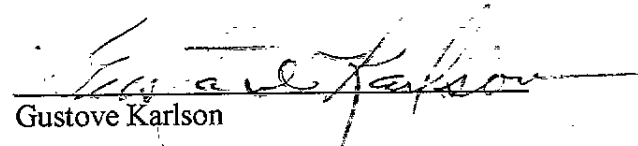

Loretta Fillow, Vice President


Clint Jones


Diane Kirchner, Secretary


Brenda Ebersberger


Kathy Vernon, Treasurer


Gustove Karlson

I hereby accept the designation for Resident Agent.

Rev. Rita Sigardson
Reverend Rita Sigardson
Resident Agent

STATE OF FLORIDA

COUNTY OF PASCO

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the state and county above named to take acknowledgments, personally appeared, Rev. Rita Sigardson, to me known to be the person described as resident agent in and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 3rd day of November, 1997.

(SEAL)

Regina Cucore
Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
REGINA CUCORE
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC570124
MY COMMISSION EXP. JULY 24, 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA