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AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

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OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
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Examiner's Initials

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARIEL, CHURCH OF THE FOURTH WAY, INC.
(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

CHANGE: -A-; -B-(1.-12); -C-1.; -I-(1), (2), 3.; -III-(1); -D-; -E-;
-F-, (1), (2); -G-, (1); -H-, (1); (J); (K)

ADD: ARTICLE V. ADDRESS;
ARTICLE VIII. SPIRITUAL EDUCATION

SECOND: The date of adoption of the amendment(s) was: September 24, 2000

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Charles Zook PRES
Signature of Chairman, Vice Chairman, President or other officer

CHARLES ZOOK
Typed or printed name

PRESIDENT
Title

9-24-00
Date

Articles of Incorporation
Voted and Passed Amendments
September 24, 2000

CHANGE #1:

FROM:

-A-

ARIEL, CHURCH OF THE FOURTH WAY, INC.

TO:

ARTICLE I: NAME

The name of this corporation is:
ARIEL, CHURCH OF ONTOLOGY, INC.
(A Spiritual Healing Center)

CHANGE #2:

FROM: -B-

1., 2., 3., 4., 5., 6., 7., 8., 9., 10., 11., 12.

TO: ARTICLE II. NATURE OF BUSINESS

The general nature of the mission, objective, purposes, and goals of this corporation are:

Section 1 - Religious, charitable, educational, and benevolent, and especially to conduct religious services and classes.

Section 2 - To foster and encourage a higher degree of spiritual enlightenment through knowledge, understanding, and greater awareness of Man's Real State of Being - the basis of True Spiritual Democracy as interpreted in terms of the self-evident Truth that Being is the equality of Man.

Section 3 - To cultivate friendship and fellowship among its members.

Section 4 - To safeguard the future welfare of the youth of Free Man in this world. To build them up to a high understanding and awareness of Self-Being mentally, morally, and spiritually. To foster, guard, and protect them so that they may grow and develop into upright, aware, and productive citizens. To provide healthful recreation that they may develop healthy bodies. To educate them in a better class of art and literature that they may develop objectivity and absorb that which is best. To encourage them to study the latest scientific matter and concepts of Man in Being. To give them a moral and spiritual background in keeping with the New Age so that they will exercise a spirit of liberty and tolerance toward all whom they may contact. To instill in them a reverence and knowledge of the true Spiritual Reality and resource of the composite Being

within the framework of Democracy as envisioned by our forefathers, and thus be prepared to oppose and be immune to any propaganda, either from within or without, which has as its objective the destruction of Democracy as a way of life. To bring understanding of the knowledge of the physical, emotional, intellectual, and spiritual resources into principled application through awareness of the Creative forces and the Creation we are within and a part.

Section 5 - To bring before the public at various times teachers, lecturers, and speakers who are able by experience and/or education to enlighten and broaden the minds of people that they may lead brighter and happier lives.

Section 6 - To at all times strive to bring peace into the world and into the hearts and lives of people.

Section 7 - To so practice hope, faith, and love, through the individual, so that all those whom we contact may be brought to a higher, broader vision of life and receive a spiritual understanding that will bring them peace of mind and heal the world.

Section 8 - To gather, receive, disseminate, purchase, or sell such information, literature, magazines, pamphlets, records, tapes, films, and books as may seem helpful to all. To interchange ideas and knowledge in rendering mutual assistance. To provide helpful vocation advice and guidance. To provide spiritual counseling (so necessary in modern days) within all four areas: physical, emotional, intellectual, and spiritual.

Section 9 - To encourage, promote, and establish subsidiary extensions and associations. To maintain facilities and conduct activities for members, students, friends, and the public so that the extension of knowledge and understanding is open to all and everyone.

Section 10 - To receive love offerings, pledges, class fees, tuitions. To receive, manage, or hold real property and/or mixed property by gift, grant, devise, or bequest. To purchase, lease, hold, develop, mortgage, convey, or otherwise acquire or dispose of real and personal property necessary for proper carrying out of the purposes of this corporation.

Section 11 - To erect, equip, and maintain social meeting houses, school buildings, public presentation buildings, and other appropriate buildings for the use of all members upon and under such terms and conditions and subject to such rules, regulations, and restrictions as the Board of Trustees may from time to time determine.

Section 12 - To invest and re-invest surplus funds in such securities or properties as the Board of Trustees may from time to time determine.

Section 13 - To print, publish, and circulate publications, books, transcriptions, recordings, films and to rent, buy, or sell this material as determined by the Board of Trustees.

Section 14 - To assist in any other matters pertaining to the welfare and advancement of participants.

CHANGE #3:

FROM: -C- 1. -I- (1)., (2)., 3.; -II- (1).; -III- (1).

TO:

ARTICLE III. MEMBERSHIP

Section 1 - All are welcome and invited to be part of ARIEL study, activity, and fellowship. Students of *ARIEL* must apply and qualify for membership. The qualifications shall be:

(a) **STUDENT OF ARIEL** - A student of ARIEL is one who studies and engages in discussion of class material as presented in ARIEL spiritual foundation classes and seminars.

(b) **MEMBER OF ARIEL** - Membership applications may be requested from the Secretary who will submit the application to the Board of Trustees for approval. The Board of Trustees shall set annual dues as needed and/or receive pledges.

In no circumstances shall an atheist be admitted or permitted to retain membership in ARIEL. Membership may be voluntarily terminated at any time.

Section 2 - **ARIEL HIGH WATCH** - To be a member of the ARIEL High Watch, a request must be submitted to the ARIEL Dean who will so inform petitioner of the current requirements to be a member of the ARIEL High Watch. A written thesis will be a High Watch membership requirement on subject material designated by the Executive Council. Acceptance of the written thesis by the Executive Council will allow the Council to set an oral dissertation of the material before two or more Mentors as designated by the Executive Council. Upon completion of the afore presented requirements, the ARIEL Dean will exercise tradition in establishing the new member of the ARIEL High Watch and post to the general members and students the newly achieved rank.

The members of the ARIEL High Watch (H.W.) will take active leadership as assigned by the ARIEL Dean in the furthering of the knowledge and understanding of the school and the work in accord with the principles of ARIEL.

(a) In special instances, the Executive Council, upon an affirmative vote, may waive the qualifications of the ARIEL High Watch. The applicant receiving this vote from the Executive Council shall thereupon become a member of the ARIEL High Watch. The Dean shall notify the Board of Trustees of such action and post to the general members and students the newly achieved rank established.

Section 3 - MENTOR -The ARIEL Rector shall elevate by ordination to the rank of Melchizedek Priest (M.) those who have demonstrated sufficient skill and mastery over ARIEL class materials and study AND those who have made the necessary commitment toward the fulfillment of ARIEL'S mission, goals, objectives, and purposes. The Mentors will exercise tradition and upon completion, the ARIEL Rector, after notification to the Executive Council, with all legal and conscience authority vested by the laws of the land and the laws of Being in keeping with the Principles established within the awareness of Mentorship, shall post to the general members and students the newly achieved rank.

CHANGE #4:
FROM: -D- (1).

TO:
ARTICLE IV. TERM
The Corporation shall have perpetual existence.

CHANGE#5:
ADD:
ARTICLE V. ADDRESS
The post office address of the principle location of this corporation in the State of Florida is: 5226 Atlantic Boulevard * Jacksonville, Florida 32207-2406

CHANGE #6:
FROM: -E-; -F- (1), (2).

TO:
ARTICLE VI. TRUSTEES
Section 1 - The affairs of the Corporation are to be managed by a Board of Trustees. This corporation shall have six trustees initially. The number of trustees may be either increased or diminished from time to time as directed in the By-Laws, but shall never be less than five. The Board of Trustees shall be composed of interested and concerned students, members, and friends of ARIEL.

Section 2 - The Officers of the Corporation shall be composed of the President, Vice-Presidents (as needed), Secretary, and Treasurer. The aforesaid officers shall be selected from the Board of Trustees at the annual business meeting as

provided for in the By-Laws, and in the event of a vacancy occurring in office, the same shall be filled as provided in the By-Laws.

CHANGE #7:
FROM: -G- (1).

TO:

ARTICLE VII. INITIAL TRUSTEES

The names and addresses of the subscribers and members of the first Board of Trustees of the Corporation are:

President: Wayne Fanton - 10917 Regency Drive, Jacksonville, FL 32218;
Vice-President: Martie Newton - 3500 Townsend Boulevard, Jacksonville, FL 32211; Secretary: Evelyn Fort - 706 Lee Road, Jacksonville, FL 32211;
Treasurer: Sharolyn Fanton - 10917 Regency Drive, Jacksonville, FL 32218;
Trustee: Phez Kahiel (more commonly known as Richard Featheringill) - 1206 Arden Way, Jacksonville Beach, FL 32250; Trustee: Gayle Featheringill - 1206 Arden Way, Jacksonville Beach, FL 32250

The above named officers and subscribers shall draw up a recommended set of By-Laws as soon as possible and present the same to the membership for modification and approval.

CHANGE #8:
ADD:

ARTICLE VIII. SPIRITUAL EDUCATION

The Spiritual education, instruction, and curriculum of the ARIEL High Watch, Mentors, members, and students shall be under the direction of the Executive Council which shall be composed of the ARIEL Dean (See By-Laws, Art. 4A) and two other members selected by the Dean, one of whom must be a member of the Board of Trustees.

CHANGE #9:
FROM: -H- (1).

TO:

ARTICLE IX. AMENDMENTS

By-Laws and these Articles may be changed by two-thirds (2/3) majority vote of the total current number of Board members at any regular meeting provided that notice in writing stating the proposed change, alteration, or amendment be given to all the members of the Board of Trustees no less than seven (7) days prior to presenting said change, alteration, or amendment at any regular meeting.

CHANGE #10:
FROM: (J)

TO:

ARTICLE X. DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to "The Prosperos," Lake Worth, Florida which themselves are exempt as an organization described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law or to the Federal, State, or local government for exclusive public purpose.

CHANGE #11:

FROM: (K)

TO:

ARTICLE XI. MISCELLANEOUS

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue law, or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

The corporation shall have all the powers set forth in Chapter 617 021 Florida Statutes Annotated.

In witness whereof the President of the Board of Trustees has affixed his hand and seal as the Act of Corporation, this nineteenth (19) day of February, 1978 at 0800 hours: we are in compliance with the resolution of the subscribers.