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Anended & Restated Ailicles

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AMENDED AND RESTATED ARTICLES OF INCORPORATION FILED OF SHIP 38

These restated and amended Articles of Incorporation were duly approved on May 27, 2003 by unanimous vote of the Directors and Members of Kashi Church Foundation, Inc. pursuant to Florida Not For Profit Corporations Act §§617.01011, et seq. These Amended and Restated Articles of incorporation take effect immediately.

There is no discrepancy between the Articles of Incorporation as heretofore amended and provisions of the Amended and Restated Articles of Incorporation other than inclusion of amendments adopted pursuant to Florida Statutes §§617.01201, 617.1006 and 617.1007 and omission of matters of historical interest.

ARTICLE I— NAME (Amended February 9, 1986)

This Corporation shall be named KASHI CHURCH FOUNDATION, INC.

ARTICLE II — NOT FOR PROFIT (Amended February 9, 1986)

This is a not-for-profit Corporation organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE III — PURPOSES (Amended May 27, 2003)

The purposes of this Corporation are:

- A. To encourage and provide for worship and realization of God in all aspects; to promote appreciation and understanding of and harmony among varying religious traditions and paths; to sponsor and provide religious activities and related cultural and educational functions; and, to increase spiritual consciousness and knowledge and awareness of the benefits of meditation, prayer, love, service, universal brotherhood and cooperation;
- B. To support these purposes, including but not limited to: establishing and operating religious centers and schools, educational facilities, parsonages, retreat facilities and residential

facilities, including providing and fostering affordable housing, all to further spiritual development through pursuit of God in daily living;

- C. To assist individuals and groups to live in accordance with these purposes; to sponsor public talks, seminars, retreats, and lectures; to publish books and tapes; to disseminate teachings compatible with the Corporation's purposes, including Yoga and Meditation;
- D. To stimulate, establish, develop and maintain and administer chapters, units, branches, committees and other affiliated organizations to implement these Corporate purposes;
- E. This Corporation is organized exclusively for charitable, religious, educational, 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 corresponding section of any future federal tax code.

ARTICLE IV — POWERS (Amended February 9, 1986)

This Corporation shall have the following powers:

- A. All powers necessary or convenient to effect any or all of the Corporate purposes, including such powers as granted in Chapter 617, Florida Statutes, 1974, and all amendments subsequent thereto, subject to the limitations set forth herein.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III.
- C. 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 publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future federal tax code, or (b) by a corporation, 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 — MEMBERSHIP (Amended February 9, 1986)

Any person over eighteen (18) years of age who subscribes, to the principles and objectives of this Corporation shall be eligible for membership in this Corporation upon approval of the Board of Directors; provided that, qualification of members and the manner of their admission may be further regulated by the bylaws. Membership in this Corporation shall be available without distinction as to race, color, creed, or national origin.

ARTICLE VI — EXISTENCE (Amended February 9, 1966

The Corporation shall have perpetual existence, unless dissolved according to law, provided however, that upon dissolution of the Corporation and after paying or making provision for payment of all corporate liabilities, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII — INCORPORATORS

The names and addresses of the Incorporators are:

NAME	· — - · · - 또	<u>ADDRESS</u>
Ralph Graeber		8435 Roseland Road Roseland, Fla 32957
Sherryl Guetzlaff		8435 Roseland Road Roseland, Fla 32957
Clive Parker		8435 Roseland Road Roseland, Fla 32957

ARTICLE VIII—DIRECTORS (Amended February 9, 1986)

This Corporation shell be managed by a Board of Directors of not more than fifteen (15) nor less than three (3) members of the Corporation; provided that, qualification and election of Directors and other matters regarding functioning of the Board of Directors shall be set forth in the Bylaws.

The Corporation shall adopt By-Laws to govern its affairs. The Bylaws may be amended, altered or rescinded by the Board of Directors or by a two-thirds (2/3) vote of the members at any duly noticed regular or special meeting called for that Purpose.

ARTICLE X — AMENDMENT (Amended February 9, 1986)

- A. These Articles may be amended at a regular or special meeting of the members called for that purpose by a two-thirds (2/3) vote of the members.
- B. Amendment may also be made at a regular meeting of the membership, upon notice given, as provided by the By-Laws, of intention to submit such amendment.

ARTICLE XI — PRINCIPAL OFFICE AND REGISTERED AGENT¹ (Amended May 27, 2003)

The registered office of the Corporation shall be at 11155 Roseland Read, Roseland, Florida 32937. The registered agent of the Corporation shall be John G. Evans, Esq. of Dill & Evans, PL, 1515 US Highway 1, Suite 201, Sebastian FL 32958.

IN WITNESS WHEREOF, on May 27, 2003 the foregoing Amended and Restated. Articles of Incorporation were duly adopted to take effect forthwith.

Attested by:

Narayana Hathaway, Secretary

(SEAL

Certificate under Florida Statutes §617,1007(2)

I, the undersigned, certify that the following is true and correct:

The foregoing restatement of the Articles of Incorporation of Kashi Church Foundation, Inc. includes an amendment to the Articles requiring member approval, to wit: Articles III and XI, the text of which are set forth above, as amended, and which were adopted on May 27, 2003 by members of the corporation, the number of votes being cast for the amendment being sufficient for approval thereof.

Dated: May 29, 2003		Narayana Mathaway, Secretary
STATE OF FLORIDA)	
COUNTY OF INDIAN RIVER)	

ON THIS 3/67 day of May 2003, before me, a notary public in the aforesaid State and County, personally appeared Narayana Hathaway and Michael Ableman, who are known to me to be the persons named in and who executed the foregoing instrument and acknowledged that they

Former Articles VII and XII were deleted by Amendment, effective February 9, 1986.

executed same as Secretary and President, respectively, for Kashi Church Foundation, Inc.



Notary Public

My Commission expires:

Acceptance of Registered Agent

I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar and accept the obligation of my position as registered agent, or if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

Dated: May 31, 2003

John G. Evans, Esq.

Dill & Evans, PL

1515 US Highway 1, Suite 201

Sebastian FL 32958