

768618

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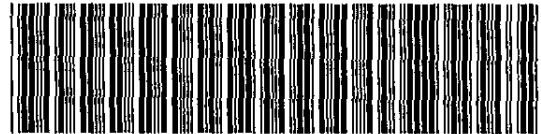
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*Abstract
T. Lewis*

FILED
06 FEB -13 AM 11:30
SECRETARY OF STATE
TALMADGE BLDG
COLUMBUS, OH 43260-1177

02/13/06--01026--016 **55.75

RICHARD M. GEORGES, P.A.
Attorney and Counselor At Law

futurelawyer@futurelawyer.com
www.futurelawyer.com

DIRECT CORRESPONDENCE TO:

P.O. Box 14545
St. Petersburg, FL 33733-4545

3656 First Avenue North
St. Petersburg, FL 33713
727-321-4420 Voice
727-321-2398 Fax

February 9, 2006

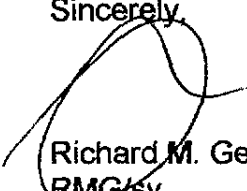
Thelma Lewis
Document Specialist Supervisor
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: The Vedanta Center of St. Petersburg, Inc.
Ref No. 768618

Dear Ms. Lewis:

Enclosed please find Amended and Restated Articles and my check in the amount of \$55.75 for filing same. I also enclose a copy of your previous correspondence.

Sincerely,



Richard M. Georges

RMG/sv

Enc.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 9, 2005

RICHARD M. GEORGES, P.A.
P. O. BOX 14545
ST. PETERSBURG, FL 33733

SUBJECT: THE VEDANTA CENTER OF ST. PETERSBURG, INC.
Ref. Number: 768618

We have received your document for THE VEDANTA CENTER OF ST. PETERSBURG, INC. and check(s) totaling \$55.75. However, your check(s) and document are being returned for the following:

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning this matter, please either respond in writing or call (850) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 405A00071263

From the desk of Richard M. Georges

December 02, 2005

RE: The Vedanta Center of St. Petersburg, Inc.

Attached please find Articles of Amendment and a check in the amount of \$55.75 for the filing fee and a certified copy. I have also included \$10.00 and request if possible you could also fax a copy to our office at 727-321-2398. Thanks.

To:

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Richard M. Georges, P.A.

P.O. Box 14545
St. Petersburg, FL 33733
727-321-4420 (phone) 727-321-2398 (fax)

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
THE VEDANTA CENTER OF ST. PETERSBURG, INC.

CONSTITUTION

FILED
06 FEB -13 PM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of the Vedanta Center of St. Petersburg, Inc. (the Constitution) are hereby amended to read as follows:

ARTICLE I
NAME

The name of the corporation shall be THE VEDANTA CENTER OF ST. PETERSBURG, INC., (the Center) and the same shall be located in the City of St. Petersburg, Florida, and such other places in Florida as may be designated by the officers of the corporation.

ARTICLE II
OBJECTS AND PURPOSES

The corporation shall be a branch center of the Ramakrishna Math with its headquarters at Belur, P.O. Belur Math 711202, District Howrah, West Bengal, India, and shall have for its object and principal purposes:

To encourage and promote devotion to religion and the practice of religion among its members and others, and to furnish aid and assistance to its members and others for these purposes;

To study and propagate the truths of the philosophy and universal religion of Vedanta, especially as taught and demonstrated in the lives of Sri Ramakrishna (1836-1886) and his disciple Swami Vivekananda (1863-1902), and others belonging to the Ramakrishna Math;

To inculcate and disseminate an understanding of religion in its universal aspects and to promote comprehension of and tolerance toward forms of religious belief, practice and worship;

To explain through logic and reason the spiritual laws on which various creeds and religions have been founded and to help humankind to put into practice the principles common to all of the great religious traditions of the world in their spiritual, intellectual, practical, and moral aspects;

To establish and maintain a house of worship for the use and benefit of its members and others for the worship of God, and for use in religious, charitable, social and other good and lawful purposes.

ARTICLE III TERM OF EXISTENCE

The term for which this corporation, not for profit, shall exist shall be perpetual.

ARTICLE IV SEAL

The Seal of the Vedanta Center of St. Petersburg shall be the registered Seal of the Ramakrishna Math, P. O. Belur Math 711202, District Howrah, West Bengal, India, with the name of the Vedanta Center of St. Petersburg, Inc. below.

ARTICLE V THE SWAMI

Section 1. The Center shall look to the Ramakrishna Math for its ideal and shall be in the charge of the Swami sent by the Math to be Minister, Spiritual Leader and head of the Center. As Swami in charge, he shall have full charge of the spiritual affairs of the Center, shall examine all applicants for membership, shall conduct all services of the Center, and shall give advice and counsel in general to the trustees, officers and members of the Center in all affairs relative to it. The Swami shall be President of the Board of Trustees of the Center, shall have the right to attend all meetings of the Board of Trustees, of all Committees and of the members, and to participate and vote in the deliberations thereof, and in case differences of opinion arise, shall assist in the reaching of decisions. The Swami shall have the power to veto the decisions of the Board of Trustees or of the members, when he deems such action necessary and in the best interest of the Center. In all affairs of the Center the decision of the Swami shall be final.

Section 2. In the event of the death, or permanent absence, retirement or resignation of the Swami, it shall be the duty of the Board of Trustees to apply to the Ramakrishna Math for a Swami as his successor, to be sent at their discretion, so that there shall be at all times a resident Swami at the Center. When in the opinion of the Swami one or more Assistant Swamis are required, the Swami shall apply to and negotiate with the Ramakrishna Math for such assistant or assistants to be designated by the Math. If at any time the Swami is transferred or wishes to retire or resign from that position, he shall apply to and negotiate with the Ramakrishna Math for another Swami to succeed him. The head Swami and all assistant Swamis shall automatically be members of the Center and shall not be required to pay any dues.

Section 3. The Center shall undertake to pay the cost and expenses of passage from and to India and the maintenance and personal expenses of the Swami and any Assistant Swami or Swamis, as certified by the Swami in charge.

ARTICLE VI MEMBERSHIP

Membership shall be open to all regardless of their faith, creed, or religion. Anyone is eligible to become a member who is of good moral character, interested in the teachings of Vedanta, in sympathy with the ideals of the Center and approved by the Swami. There shall be two classifications of membership: Regular paying membership, and Associate membership.

ARTICLE VII BOARD OF TRUSTEES

Section 1. The affairs of the Center, a not for profit corporation under the laws of the State of Florida, are to be managed by a seven (7) member Board of Trustees, consisting of the Swami in charge of the Center, who is a permanent Trustee, and six (6) other Trustees, each of whom shall be a regular paying member of the Center in good standing. The Swami shall be the President of the Board. In addition, the Board of Trustees shall elect the following officers: a Chairman, a Secretary, and a Treasurer, all of whom shall be chosen annually at the regular April meeting of the Board, and also whenever any vacancy occurs, by the Trustees from among their own number.

Section 2. The term of office of the Board of Trustees, as an entity, shall be five years, and each Board shall elect its succeeding Board before dissolution. All Officers and Trustees shall be eligible for re-election. Any vacancy on the Board of Trustees, by reason of death, resignation, incapacity or any other reason, shall be filled by the remaining members of the Board from the active membership of the Center with the approval of the Swami. In the event of the vacancy of an office, by reason of death, resignation, or any other cause, a new Officer shall be elected by the remaining members of the Board, with the approval of the Swami. The Board of Trustees shall meet at least twice annually, in April and in November, and four (4) members of the Board of Trustees, one of whom shall be the Swami, shall constitute a quorum for the transaction of business at a meeting, and a majority of said quorum shall have the power to act.

Section 3. In the event of the death, or permanent absence, retirement or resignation of the Swami in charge of the Center, it shall be the duty of the Board of Trustees to (a) apply to the Ramakrishna Math for a Swami as his successor, to be sent at their discretion, so that there shall be at all times a resident Swami at the Center; and (b) to convene such meetings as may be called by the Chairman of the Board in order to carry on the regular functions and business of the Center, and at such meetings four (4) members of the Board of Trustees shall constitute a quorum for the transaction of business at a meeting, and a majority of said quorum shall have the power to act.

ARTICLE VIII MEETINGS OF THE MEMBERS

Meetings of this corporation, not for profit, shall be held whenever necessary and shall be convened by the Swami, or the Board of Trustees of the Center. The meetings shall be held at the Center, or wherever designated by the Board of Trustees and the Swami.

There shall be two regular meetings of the members each year, an ANNUAL MEETING to be held during the last week in April, and a SEMI-ANNUAL MEETING to be held in November. Both meetings shall be held at a date and time selected by the Swami, or the Board of Trustees of the Center. The purpose of the Annual Meeting shall be for transacting any and all business that shall properly come before the membership. Written notice of the meeting shall be mailed to each active member at the member's last known address at least ten days prior to such meeting. Additional meetings of the membership may be called from time to time by making an announcement to that effect at least five days prior to such meeting. It shall be considered sufficient to make such announcements from the pulpit at any regular service of the Center, and a printed/typed notice displayed at the notice board of the Center.

Special Meetings may be called by the Swami, or by the Board of Trustees, or by a notice in writing submitted to the Board of Trustees and signed by one-fourth of the active members in good standing. Five days' written notice of such meetings shall be sent by mail to all members, stating the time, place, and purpose of the special meeting, and no business shall be transacted at such meeting other than that stated in the notice for the said special meeting.

One-fourth of the active members in good standing and the Swami shall constitute a quorum for the transaction of business at any meeting of the members of the Center.

ARTICLE IX AMENDMENTS

The Constitution and By-laws of the Center may be amended by a two-thirds vote of the Trustees present at a special meeting of the Board of Trustees called for that purpose where at least four (4) Trustees are present, and with the approval of the Swami.

ARTICLE X DISCIPLINE

A member may be suspended or expelled from membership in the Center by the Board of Trustees at any meeting at which a quorum is present, by a two-thirds vote of those present, and with the approval of the Swami. In like manner membership may be terminated for failure to pay dues, upon discovery that the member was not eligible at the time of admission.

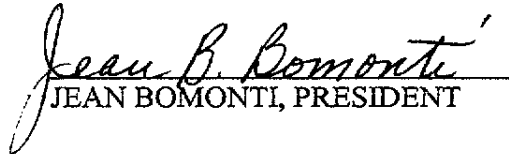
ARTICLE XI DISSOLUTION

In the event of the dissolution of the Center, the Trustees shall forward any balance that may be left after the payment of outstanding debts, to the Ramakrishna Math, P. O. Belur Math, District Howrah, State of West Bengal, India.

ARTICLE XII
ADOPTION

These Amended and Restated Articles of Incorporation were adopted, with a unanimous vote of the members, which was legally sufficient for adoption, on October 31, 2005.

In witness whereof, the undersigned, JEAN B. BOMONTI, as President of the Corporation, certifies that the Amended and Restated Articles of Incorporation were adopted in accordance with the Articles of Incorporation of the Corporation.


JEAN BOMONTI, PRESIDENT

ATTEST:


ELIZABETH HAWLEY, SECRETARY