

IN THE CIRCUIT COURT, FOURTH
JUDICIAL CIRCUIT IN AND FOR
DUVAL COUNTY, FLORIDA

Case No:00-00123 CA

Division: CV-B

In Re: The Petition of NorthStar Seminars, Inc.

JUDGMENT
APPROVAL OF CONVERSION FROM PROFIT
TO NONPROFIT CORPORATION

FILED
00 JUN 11 AM 1:48
DUVAL COUNTY FLORIDA

Petitioner, NorthStar Seminars, Inc., filed its petition to convert the nature of NorthStar Seminars, Inc. from a for profit corporation to a not for profit corporation with proposed articles of incorporation attached.

This court finds that the petition should be granted and that the Articles of Incorporation filed with the Petition are in proper form. A copy of those Articles of Incorporation is attached hereto.

IT IS, THEREFORE,

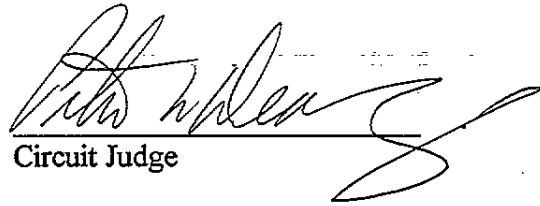
ORDERED AND ADJUDGED that the petitioner NorthStar Seminars, Inc. be converted in form from a for profit corporation to a not for profit corporation under the laws of this state, *provided that the attached articles of Incorporation are approved in form by the Corporations Division of the Office of the Secretary of State.*

IT IS, FURTHER,
ORDERED AND ADJUDGED that all of the property of NorthStar Seminars, Inc. become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation provided that the Articles of Incorporation attached hereto are approved by

AD

the corporations division of the office of the Florida Secretary of State.

DONE AND ORDERED at Jacksonville, Florida, this 11th day of January, 2000.


Circuit Judge

Copy furnished to:

Leonard Alterman,
Attorney for Petitioner
9116 Cypress Green Drive, #207
Jacksonville, FL 32256

ARTICLES OF INCORPORATION
OF NORTHSTAR SEMINARS, INC.

FILED
00 JAN 12 AM 11:30
COUNTY OF BROWARD
TALLAHASSEE, FLORIDA

The undersigned natural persons, for the purpose of organizing and incorporating a Florida not for profit corporation adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of this Corporation is NORTHSTAR SEMINARS, INC.

ARTICLE II

This is a non-profit corporation organized solely for general charitable purposes pursuant to Florida Not for Profit Corporation Act.

ARTICLE III

The specific and primary purposes for which this Corporation is formed are to produce and promote seminars in personal emotional growth and development, leadership and inter-relational skills.

The general purposes for which this Corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

ARTICLE IV

The property of this Corporation is irrevocably dedicated to the charitable purposes set forth herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer, or Member thereof, or to the benefit of any private individual.

ARTICLE V

The street address of the principal office of the Corporation is 253 Shell Bluff Court, Ponte Vedra Beach, Florida 32082.

The name of the Registered Agent for service of process of that office shall be DAWN LEMASTERS.

ARTICLE VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The Directors named in Article VI shall hold office until the first meeting of the Directors. There shall be at least (3) Directors constituting the Board of Directors who shall be elected as provided in the bylaws of the corporation. The names and addresses of each person who is to serve as a member of the initial board of directors are:

- (1) Barbara Pratt
743 Palmera Drive East
Ponte Vedra Beach, Florida 32082
- (2) Trish Michaels
2711 Hendricks Avenue
Jacksonville, Florida 32207
- (3) Rhonda Dunn
124 South 34th Avenue
Jacksonville Beach, Florida 32250
- (4) Dawn Lemasters
253 Shell Bluff Court
Ponte Vedra Beach, Florida 32082

ARTICLE VII

The name and address of each Incorporator of this Corporation is as follows:

Dawn Lemasters
253 Shell Bluff Court
Ponte Vedra Beach, Florida 32082

ARTICLE VIII

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or Corporation organized and operated exclusively for a charitable purpose which has established

its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE IX

These Articles of Incorporation may be amended by amendment approved by a majority vote of the Directors of this Corporation at any meeting of the Directors of the Corporation, provided that if the meeting is other than a regular meeting of the Corporation, notice of the meeting and the proposed amendment shall be served upon all Directors of the Corporation at least 10 days before the meeting, at which the amendment is proposed.

ARTICLE X

The Corporation shall not engage in any activities which would disqualify it as a tax exempt organization under the United States Internal Revenue Code.

ARTICLE XI

The Corporation shall have all powers granted corporations not-for-profit under Chapter 617 of the Florida Statutes as the same may be amended from time to time. In addition, the Board of Directors may grant such further powers to the Corporation as it may deem appropriate in the Corporation's Bylaws or otherwise as long as such powers are not in conflict with any applicable law. However, despite anything herein to the contrary, the Corporation shall exercise only such powers and conduct only such activities as are in furtherance of one or more of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code as that section may from time to time be amended.

ARTICLE XII


The Board of Directors may from time to time establish provisions for memberships in the Corporation separate from the Board of Directors.

IN WITNESS WHEREOF, the incorporators of the Corporation, have caused these Articles of Incorporation to be signed this 28th day of November, 1999
DECEMBER


DAWN LEMASTERS

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

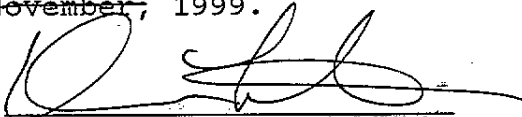
The foregoing instrument was acknowledged before me by DAWN LEMASTERS this 28th day of ~~November~~ ^{December}, 1999, who _____ produced as identification _____ or who is personally known to me and who did not take an oath.


Therese Rosensteel Quinn
MY COMMISSION # CC663501 EXPIRE:
July 14, 2001
BONDED THRU TROY FAIN INSURANCE, INC.
Therese Quinn
Notary Public
State of Florida at Large
My Commission expires:

ACCEPTANCE BY REGISTERED AGENT

I, DAWN LEMASTERS hereby acknowledge that I am familiar with and accept the duties and responsibilities as registered agent for the above named corporation.

Dated this 28th day of December, 1999.


Dawn Lemasters

FILED
00 JAN 12 AM 11:39
TALLAHASSEE, FLORIDA