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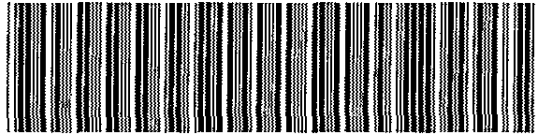
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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, Florida Statute (Not for Profit)

FOR

THE UNIVERSAL SPIRITUAL CENTER OF YORUBA, INCORPORATED

ARTICLE I - Name

The name of the Corporation shall be the **THE UNIVERSAL SPIRITUAL CENTER OF YORUBA, INCORPORATED**

ARTICLE II- Address

Section 1. The mailing address and the street address of the principal office of the corporation is as follows:

Principle Office Address:
3890 Beardall Road
Sanford, Florida 32773

Mailing Address:
3890 Beardall Road
Sanford, Florida 32773

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Section 2. The organization may also have offices at such other places as the directors may from time to time designate or the business of the organization may require.

ARTICLE III- Purpose

The purpose for which the corporation is organized (hereinafter referred to as the ministry) shall be to reach out to individuals and families within the demographic and geographic areas of program services in order to develop, conduct, and or to implement community support services, spiritual leadership and counseling, spiritual services, and various seminars or workshops that promote and or enhance the knowledge of cultural basis and spiritual truths. Its further purpose shall also be:

- a) To engage in and conduct any legal business activity, service, promotion or production consistent with this organization's goals of spiritual growth, community development, and social enhancement.

(CORRECTED)

- b) To encourage, and provide outlets for, the creative skills and energies of persons and families within the service areas; to conduct cultural awareness awareness classes, various study groups and workshops in the study, understanding, and the study, understanding, and application of spiritual truths; to establish and scholarships for creative cultural development ; to offer facilities to musical students and cultural groups, and to promote and aid other creative activities which will enrich the standards of art and entertainment in the community.
- c) To promote the full dissemination of public information to obtain access to sources of news no commonly brought together in the same medium; and to employ varied sources in the presentation to the public of accurate, objective, comprehensive news on all matters vitally affecting the community.
- d) To engage in any activity that will contribute to a lasting understanding between nations and between individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means available to this society, to , to promote the study of universal politics and of economical problems, and the causes of religious, philosophical and racial antagonisms.
- e) To establish and maintain radio, school, newspaper, printing, publishing, and bookstore facilities, and any other activities that may be deemed necessary or appropriate to the carrying out of any purpose of this organizations.
- f) To encourage, and provide outlets for the creative skills and energies of the

(CORRECTED)

individuals and family units within the community service areas; to conduct awareness classes, various study groups and workshops in the study, understanding, and application of spiritual truth; to establish awards and scholarships for creative writing; to offer public facilities to amateur instrumentalists, choral groups, orchestral groups and musical students; and to promote and aid other creative activities which will enrich the standards of art and entertainment in the community.

- g) To promote the full distribution of public information; to obtain access to sources of news not commonly brought together in the same medium; and to employ such varied sources in the presentation to the public of accurate, objective, comprehensive news on all matters vitally affecting the community.
- h) To engage in any activity that shall contribute to a lasting understanding between nations and between individuals of all nations, races, creeds and colors; to gather and disseminate information on the causes of conflict between any and all of such groups; and through any and all means available to this society, to promote the study of political and economic problems, and the causes of religious, philosophical and racial antagonisms.
- i) To establish and maintain radio, school, newspaper, printing, publishing, and bookstore facilities, and any other activities that may be deemed necessary or appropriate to the carrying out of any of the purposes of this corporation.
- j) To do such things and engage in such activities that shall serve the spiritual, educational, recreational and cultural welfare of its members and the general public.

(CORRECTED)

k) To provide its members, administrators and/or employees with various social and personal benefits that may include but shall not be limited to the following:

- I. Cooperative group benefits/discounts.
- II. Cooperative group (health and life) insurance coverage.
- III. Personal development programs and activities.
- IV. Long-term retirement benefits via investment of cumulative membership dues, offerings, tithes, contributions/donations and/or fundraising campaigns.

ARTICLE IV – MANNER OF ELECTION

Section 1. Offices: The members on a biannual basis shall choose the Trustees of the organization. The members shall come together at a regular meeting and nominate members in good standing for each specific office. The offices shall consist of a Chairman, Chief Operations Trustee, Secretary, Jurisprudence Trustee, and Chief financial Trustee. The Board of Trustees may also choose one or more Assistant Trustees and such other Trustees, as it shall deem necessary. The same person may hold any number of offices.

Section 2. Salaries: Salaries of all Trustees and agents of the organization shall be fixed by the Board of Trustees. Periodical Trustee salary increases shall be considered and evaluated based upon each Trustees departmental experience, annual productivity, and/or other organization merits.

Section 3. Term of Office: The Trustees of the organization shall hold office for at least two years or until their successors are chosen and have qualified. The Board of Trustees

(CORRECTED)

may remove any Trustee or agent elected or appointed by the Board whenever in its judgment the best interest of the organization will be served thereby.

Section 4. Chairman: The Chairman shall preside at all meetings of the members and Trustees; he shall see that all orders and resolutions of the Board are carried into effect, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the Chairman, to any other Trustee or Trustees of the organization. He shall execute any and all notes, bonds, mortgages, and other contracts requiring a seal, under the seal of the organization. A previous presiding Chief Operations Trustee or the presiding Chief Operations Trustee shall perform the duties and responsibilities of Chairman.

Section 5. Chief Operations Trustee: The Chief Operations Trustee shall attend all sessions of the Board. The Chief Operations Trustee shall be the chief executive Trustee of the organization; he shall have general and active management of the business of the organization, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the Chief Operations Trustee, to any other Trustee or Trustees of the organization. He shall have the general power and duties of supervision and management usually vested in the office of Chief Operations Trustee of the organization.

Section 6. Secretary: The Secretary shall attend all sessions of the Board and all meetings at the members and act as clerk thereof, and record all the votes of the organization and the minutes of all its transactions in a book to be kept for that purpose, and shall perform like duties for all committees of the Board of Trustees when required. She shall give, or cause to be given, notice of all meetings of the members and of the

(CORRECTED)

Board of Trustees, and shall perform such other duties as may be prescribed by the Board of Trustees or Chief Operations Trustee, and under whose supervision she shall be. She shall keep in safe custody the seal of the organization, and when authorized by the Board, affix the same to any instrument requiring it.

Section 7. Jurisprudence Trustee: The Jurisprudence Trustee shall attend all sessions of the Board of Trustees as well as all meetings of the members and act as legal counsel for the organization. She shall review all in-coming and out-going business correspondence of the organization. Furthermore, she shall be actively involved in the drafting of all notes, bonds, mortgages, and/or contracts. In matters regarding due diligence for organization acquisitions, she shall be responsible for conducting said due diligence and/or establishing a due diligence committee in order to perform the same. She shall perform the legal counsel duties for the organization, and, to delegate any specific powers, except such as may be by statute exclusively conferred on the Jurisprudence Trustee, to a committee or committees formed to perform specific duties of the organization. She shall have the general power and duties of supervising said committee(s) on behalf of the organization.

Section 8. Chief Financial Trustee: The Chief Financial Trustee shall have custody of the organization funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the organization, and shall keep the moneys of the organization in separate account to the credit of the organization. She shall disburse the funds of the organization as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chief Operations Trustee and Trustees, at the regular meetings of the Board, or whenever they may require it, an account of all his

(CORRECTED)

transactions as Chief Financial Trustee and of the financial condition of the organization.

Section 9. Chief Facilities Trustee: The Chief Facilities Trustee shall attend all sessions of the Board. The Chief Facilities Trustee shall be responsible for all real property of the organization; he shall have general and active property of the organization, subject, however, to the right of the Trustees to delegate any specific powers, except such as may be by statute exclusively conferred on the Chief Facilities Trustee, to any other Trustee or Trustees of the organization. He shall have the general power and duties of supervision and management of maintenance committees, equipment storage, warehouses and its personnel as well as all other duties usually vested in the office of Chief Facilities Trustee of an organization.

Section 10. Chief Audio/Video Trustee: The Chief Audio/Video Trustee shall attend all sessions of the Board. The Audio/Video Trustee shall be responsible for all audio and video media as well as the production, promotion, and distribution of such on behalf of the organization; he shall have the right to delegate any specific powers, except such may be by statute exclusively conferred on the Audio/Video Trustee, to any other Trustee or Committees of the organization.

ARTICLE V – INITIAL TRUSTEES

Chairman – Name, Address, City, State, Zip

Rafael Santa, 3890 Beardall Road, Sanford, Florida 32773

Secretary - Name, Address, City, State, Zip

Wanda Rodriguez, 3890 Beardall Road, Sanford, Florida 32773

ARTICLE VI – REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the corporation's registered agent:

(CORRECTED)


Registered Agent's Signature

Name: Merrile Glover-Gambles, Esquire

Address: 882 West. Kennedy Boulevard, Ste. D

City, State, Zip: Orlando, Florida 32810

ARTICLE VII – TRUSTEES

Section 1. The business and affairs of this organization shall be managed by its Board of Trustees, seven (7) in number. The Trustees need not be residents of this state however they shall be members in the organization. They shall be elected by the members at the annual meeting of members of the organization, and each Trustee shall be elected for the term of one year, and until his successor shall be elected and shall qualify or until his earlier resignation or removal.

Section 2. Regular Meetings: Regular meetings of the Board shall be held without notice, at least quarterly, at the registered office of the organization, or at such other time and place as shall be determined by the Board.

Section 3. Special Meetings: Special Meetings of the Board may be called by the Chairman on 2 days notice to each Trustee, either personally or by mail, fax or by telegram; special meetings shall be called by the Chief Operations Trustee or Secretary in like manner and on like notice on the written request of a majority of the Trustees in office.

Section 4. Quorum: A majority of the total number of Trustees shall constitute a quorum for the transaction of business.

Section 5. Consent in Lieu of Meeting:

(CORRECTED)

Any action required or permitted to be taken at any meeting of the Board of Trustees, or of any committee thereof, may be taken without a meeting if all members of the Board of committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee. The Board of Trustees may hold its meetings, and have an office or offices, outside of this state.

Section 6. Conference Telephone: One or more Trustees may participate in a meeting of the Board, or a committee of the Board or of the members, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other; participation in this manner shall constitute presence in person at such meeting.

Section 7 . Compensation: Trustees shall not receive any stated salary for their services, but by resolution of the Board, a fixed sum and expenses of attendance at each regular or special meeting of the Board PROVIDED, that nothing herein contained shall be construed to preclude any Trustee from serving the organization in any other capacity and receiving compensation therefor.

Section 8. Removal: Any Trustee or the entire Board of Trustee may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of Trustees, except that when cumulative voting is permitted, if less than the entire Board is to be removed, no Trustee may be removed without cause if the votes cast against his removal would be sufficient to elect him if then cumulatively voted at an election of the entire Board of Trustees, or, if there be classes of Trustees, at an election of the class of Trustees of which he or she is a part.

ARTICLES VIII -- VACANCIES

(CORRECTED)

Section 1. Vacancies: Any vacancy occurring in any office of the organization by death, resignation, removal or otherwise, shall be filled by the Board of Trustees. Vacancies and newly created Trusteeships resulting from any increase in the authorized number of Trustees may be filled by a majority of the Trustees then in office, although not less than a quorum, or by a sole remaining Trustee. If at any time, by reason of death or resignation or other cause, the organization should have no Trustees in office, then any Trustee or any member or an executor, administrator, Trustee or guardian of a member, or other fiduciary entrusted with like responsibility for the person or estate of a member, may call a special meeting of Members in accordance with the provisions of these Articles of Incorporation.

Section 2. Resignations Effective at Future Date: When one or Trustees shall resign from the Board, effective at a future date, a majority of the Trustees then in office, more including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective.

ARTICLES IX – MISCELLANEOUS PROVISIONS

Section 1. Checks: All checks or demands for money and notes of the organization shall require the signature of two Trustees. The Board of Trustees shall review, evaluate, from time to time designate.

Section 2. Fiscal Year: The fiscal year shall begin on the first day of January.

Section 3. Notice: Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof through the mail, by fax, or by telegram, charges prepaid, to his address appearing on the books of the

(CORRECTED)

organization, or supplied by him to the organization for the purpose of notice. If the notice is sent by mail, fax or by telegraph, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail, faxed or with a telegraph office for transmission to such person. Such notice shall specify the place, day and hour of the meeting and, in the case of a special meeting of Members', the general nature of the business to be transacted.

Section 4. Waiver of Notice: Whenever any written notice is required by statute, or by the Certificate or the Articles of Incorporation of this organization a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed notice. Except in the case of a the business to be transacted at equivalent to the giving of such special meeting of Members', neither nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of a person either in person or by proxy, at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 5. Disallowed Compensation: Any payments made to an Trustee or employee of the organization such as a salary, commission, bonus, interest, rent, travel or entertainment expense incurred by him, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such Trustee or employee to the organization to the full extent of such disallowance. It shall be the duty of the Trustees, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the Trustee or employee, subject to the determination of the Trustees,

(CORRECTED)

proportionate amounts may be withheld from his future compensation payments until the amount owed to the organization has been recovered.

Section 6. Resignations: Any Trustee or other Trustee may resign at anytime, such resignation to be in writing, and to take effect from the time of its receipt by the organization, unless some time be fixed in the resignation and then from that date. The acceptance of a resignation shall not be required to make it effective.

ARTICLE X – ANNUAL STATEMENT

Section 1. The Chief Operations Trustee and the Board of Trustees shall present at each annual meeting a full and complete statement of the business and affairs of the organization for the preceding year. Such statement shall be prepared and presented in whatever manner the Board of Trustees shall deem advisable and shall be verified by a certified public accountant.

ARTICLE XI -- AMENDMENTS

Section 1. These Articles of Incorporation may be amended or repealed by the vote of Members' entitled to cast at least a majority of the votes which all Members' are entitled to cast thereon, at any regular or special meeting of the Members', duly convened after notice to the Members' of that purpose.

ARTICLE XII – INCORPORATOR

Section 1. The name and address of the Incorporator is:

Name: Rafael Santa

Address: 3890 Beardall Road, Sanford, Florida 32773


City, State, Zip: Sanford, Florida 32773


Having been named as registered agent to accept service of process for the above stated

(CORRECTED)

corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Registered Agent


Date


Incorporator


Date