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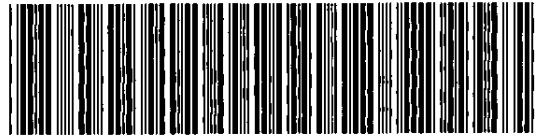
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12/31/09--01001--027 **78.75

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 DEC 31 P 3:31A

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Greenberg Traurig, P.A.

Requester's Name

Address

City/State/Zip

Phone #

Please call June at 222-6891 when ready.
Thank you!

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Guardians Trust, Inc.

(Corporation Name)

(Document #)

Effective Jan. 1, 2010

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

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

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2009 DEC 31 P 3:31

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Examiner's Initials

**Transmittal Cover Sheet**

From: A. June Vickers
Tel: 850-222-6891
E-Mail: vickersa@gtlaw.com

To:	Fax No:	Company:	Phone No.:
Diane	18502456804	Division of Corporations	850-245-6963

File No.: 999904.628347

Re: Articles of Incorporation for The Guardians Trust, Inc.

Date: 12/31/09 2:20 PM

No. Pages: Including Cover Sheet 6

If you do not receive all pages properly, please call the sender.

Notes: Diane, per our telephone conference of several minutes ago, I am enclosing the corrected Articles of Incorporation for The Guardians Trust, Inc., showing the correct addresses for Mr. Hobbs and Mr. Nash in Colorado, not Florida. Please use the original signature page. The only changes made to the document was the change to the addresses on page 2.

As a reminder, Fred Harris would like this filing to be effective January 1, 2010. Thank you, Diane! Call me if there is any problem. I will be leaving at 3:00 pm today, but you can call me on my cell at 509-2805 and I will come back to the office if I need to.

June Vickers

The information contained in this transmission is attorney privileged and confidential. It is intended only for the use of the individual or entity named above. If the reader of this message is not the intended recipient, you are hereby notified that any dissemination, distribution or copying of this communication is strictly prohibited. If you have received this communication in error, please notify us immediately by telephone collect and return the original message to us at the address below via the U.S. Postal Service. We will reimburse you for your postage. Thank you.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2009

GREENBERG TRAURIG, P.A.

SUBJECT: THE GUARDIANS TRUST INC
Ref. Number: W09000056357

We have received your document for THE GUARDIANS TRUST INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The zip code listed for Mr. Hobbs and Mr. Nash addresses are not zip codes for the state of Florida. Make the necessary corrections and return for processing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Regulatory Specialist II

Letter Number: 509A00039665

ARTICLES OF INCORPORATION
OF
THE GUARDIANS TRUST, INC.
(A Corporation Not for Profit)

FILED
2009 DEC 31 P 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation, to be effective on January 1, 2010:

FIRST: The name of the corporation is The Guardians Trust, Inc., hereinafter referred to as the "Corporation."

SECOND: The name of the registered agent of the Corporation is Fred Harris. The street and number of said registered office and the address of said registered agent is 101 East College Avenue, Tallahassee, Florida 32301. The address of the principal office of the Corporation is 101 East College Avenue, Tallahassee, Florida 32301.

THIRD: The Corporation is a non-profit corporation organized and operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as such may be amended from time to time (the "Code").

This Corporation is formed solely and entirely as a charitable, religious, spiritual, educational and scientific organization, and within such type of activities, its purposes are: (a) as its primary purpose, to directly support one or more universities or schools, including internet based, designed to promote research, education, and the ecclesiastical purposes and moral teachings of the Urantia Book; (b) to foster faith in God, by the primary means of disseminating the teachings of The Urantia Book, (c) to proclaim the gospel of the fatherhood of God and the brotherhood of people to all nations and races and ever be wise in its choice of methods for presenting this good news, (d) to encourage a personal relationship with God, (e) to establish, operate, support and encourage spiritual centers and communities which will assist in the search for truth, beauty and goodness in everyday lives, through concepts presented in the URANTIA Book, and in other spiritual teachings, (f) to help people experience spiritual freedom, inner peace and joy of knowing their heavenly Father and understanding that we are all brothers and sisters in the spiritual kingdom, (g) to support efforts to assist in the spiritual upliftment of this world, (h) to aid, support, maintain, and assist, by gift, donation or otherwise, established religious or charitable institutions whose objects or purposes are similar to those of the Corporation, (f) to assist by gift, loan, or otherwise such talented, industrious, or needy persons to pursue their studies or to develop their talent in any school or university related to this Corporation's primary purpose, (g) to solicit, collect and otherwise raise money for the foregoing purposes and to expend, contribute, disburse and otherwise handle and dispose of the same for such purposes, either directly or by contributions to other agencies, organizations or institutions organized for the same or similar purposes; and (h) to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

FOURTH: The Corporation shall not have any capital stock and the terms of membership, if any, shall be such as are stated in the By-Laws of the Corporation. This Corporation shall be a non-profit corporation.

FIFTH: The name and address of the incorporator is as follows:

Fred Harris
101 East College Avenue
Tallahassee, Florida 32301

The affairs of the Corporation shall be managed by a Board of Directors consisting at least 3 members and not more than 25 members. The number and election of the Directors shall be as provided in the Bylaws of the Corporation. The names and mailing addresses of the initial Board of Directors (hereinafter "Trustees") of the Corporation are as follows:

Fred Harris
101 East College Avenue
Tallahassee, Florida 32301

Tim Hobbs
315 Inverness Way South, Suite 110
Englewood, Colorado 80112

David Nash
10220 Eagle Feather Place
Littleton, Colorado 80125

SIXTH: To accomplish the foregoing objectives and purposes, and for no other purpose, the corporation shall have powers granted by section 617.0302, Florida Statutes, as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

A. To Solicit, accept, and collect pledges, donations, contributions, and gifts in cash or in property, and to take and to hold, by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal, as well as income, for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

B. To create and control other Corporations, foundations or organizations deemed advisable to best accomplish the purposes of this Corporation.

C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of Corporations, partnerships, or other business organizations.

D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of Corporations and foundations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner.

E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.

F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.

G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes hereinabove enumerated), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall at no time participate in or intervene in any way, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation is not formed for profit, but shall be operated exclusively for charitable, religious, spiritual, educational and scientific purposes.

(7) No financial gain shall ever inure to the benefit of any donor or other person contributing property to the Corporation and none of its property shall ever be distributed, conveyed or otherwise transferred to any trustee of the Corporation.

(8) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, or officer of the Corporation, and no member, Trustee, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(9) No part of the net earnings of the Corporation shall inure to 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 distributions in furtherance of the purposes set forth in Article Four thereof.

(10) The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any subsequent Federal tax laws.

The Directors shall at all times honor the wishes of the donors regarding the disbursement of funds or property donated by them, so long as those wishes do not run counter to the purposes and limitations of the Corporation as established in these articles and bylaws.

SEVENTH: Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, or to a federal, state, or local government body to be used for exclusively public purposes as the Board of Trustees shall determine.

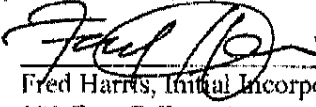
EIGHTH: Notwithstanding any other provision of these articles, if the Corporation is deemed to be a private foundation as defined in Section 509 of the Code, the provisions of this Article EIGHTH shall apply: (a) the Trustees shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, and (b) the Trustees shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter

prescribed by the Statute or the Bylaws, and all rights conferred upon members herein are granted subject to this reservation.


TENTH: No Trustee of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a Trustee, except for liability (i) for any breach of the Trustee's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Statute, or (iv) for any transaction from which the Trustee derived an improper personal benefit.

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, do make this Certificate hereby declaring and certify that the facts stated herein are true, and accordingly have hereunto set my hand this 30th day of December, 2009.


Fred Harris, Initial Incorporator
101 East College Avenue
Tallahassee, Florida 32301

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for The Founders Trust, Inc. at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as required by Florida law, and I am familiar with and accept the obligations of my position as Registered Agent.


Fred Harris, Registered Agent
101 East College Avenue
Tallahassee, Florida 32301

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2009 DEC 31 P 3:31
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TALLAHASSEE, FLORIDA