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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 AUG -3 PM 1:12

2012/11/12 402-40209

COVER LETTER

RECEIVED

12 AUG -3 PM 1:59

DIVISION OF CORPORATIONS

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Center for Spiritual Living Palm Beaches, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

CHECK RECD &
PROCESSED
BY DIV. OF
CORP. 7/31/201

ADDITIONAL COPY REQUIRED

FROM: Marcia L. MacLean
Name (Printed or typed)

353 S US HWY 1, A 304 W
Address

Jupiter, FL 33477
City, State & Zip

561-676-7997
Daytime Telephone number

cslpalmbeaches@gmail.com
E-mail address: (to be used for future annual report notification)

ISSUER OF
ORIGINAL
CHECK.

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 31, 2012

MARCIA L MACLEAN
353 S US HWY 1, A 304 W
JUPITER, FL 33477

SUBJECT: CENTER FOR SPIRITUAL LIVING PALM BEACHES
Ref. Number: W12000040209

We have received your document for CENTER FOR SPIRITUAL LIVING PALM BEACHES and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Your document is being returned as requested.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 245-6052.

Pamela Smith
Regulatory Specialist II

Letter Number: 812A00020032

ARTICLES OF INCORPORATION
OF

CENTER FOR SPIRITUAL LIVING PALM BEACHES, Inc. 12 AUG -3 PM 1:12
A Florida Nonprofit Religious Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE 1 - NAME

Section 1.1. Name of Corporation. The name of the Corporation is Center for Spiritual Living Palm Beaches, which is herein sometimes referred to as the "Center."

ARTICLE 2 - DURATION

Section 2.1. Duration of Center. The Center shall have perpetual existence.

ARTICLE 3 - PURPOSES AND POWERS

Section 3.1. Purposes. The Center is organized and shall be operated exclusively for religious and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Subject to the foregoing, the specific purposes and objectives of the Center shall also include teaching, educating, and practicing the Science of Mind.

Section 3.2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 3.3, the Center shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the state of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

Section 3.3. Restrictions on Powers.

(a) No part of the net earnings of the Center shall inure to the benefit of or be distributable to any member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, any director or officer of the Center or any other individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the Center affecting one or more of its purposes), and no member of the Center which is not then an exempt organization described in section 501(c)(3) of the Internal Revenue Code, and no director or officer of the Center or any other individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Center or otherwise.

(b) No substantial part of the activities of the Center shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Center shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Upon dissolution of the Center, all of the Center's assets remaining after payment of or provision for all of its liabilities shall be paid over or transferred to and among one or more exempt organizations described in section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code. The organizations to receive such property, and their respective shares and interests, shall be determined by the Leadership Council, which serves as the Center's Board of Directors.

(d) Notwithstanding any other provision of these articles of incorporation, the Center shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax as an organization described in section 501(c)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, and, if at any time the Center is a "private foundation" as defined in section 509(a) of the Internal Revenue Code, then during such period of time:

- (1) The Center shall not engage in any act of "self-dealing," as defined in section 4941(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4941 of the Internal Revenue Code;
 - (2) The Center shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code;
 - (3) The Center shall not retain any "excess business holdings," as defined in section 4943(c) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4943 of the Internal Revenue Code;
 - (4) The Center shall not make any investments that would jeopardize the carrying out of any of the exempt purposes of the Center, within the meaning of section 4944 of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4944 of the Internal Revenue Code; and
 - (5) The Center shall not make any "taxable expenditure," as defined in section 4945(d) of the Internal Revenue Code, so as to give rise to any liability for the tax imposed by section 4945 of the Internal Revenue Code.
- (e) All references in these Articles of Incorporation to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any subsequent federal tax laws.

ARTICLE 4 - OFFICES, AGENTS AND INCORPORATORS

Section 4.1. Principal Office. The street and mailing address of the initial principal office of the Center is 353 S US HWY 1, A 304 W, Jupiter, FL 33477.

Section 4.2. Registered Office and Agent. The street and mailing address of the initial registered office of the Center is 353 S US HWY 1, A 304 W, Jupiter, FL 33477. The name of the Center's initial registered agent at the initial registered office is Marcia L. MacLean.

Section 4.3. Incorporators. The names and addresses of the incorporators are as follows:

Name: Marcia L. MacLean

Address: 353 S US HWY 1, A 304 W, Jupiter, FL 33477

Name: Richard L. Brugger, Jr.

Address: 353 S US HWY 1, A 304 W, Jupiter, FL 33477

ARTICLE 5 - MEMBERS

Section 5.1. Members. The Center shall have such classes of voting members as may from time to time be prescribed by its Bylaws or by the Leadership Council. The designation and voting powers of each class of members and their respective manner of election or appointment, qualifications, tenure, terms of membership, rights, limitations and obligations shall be as provided from time to time in the Bylaws of the Center or by the Leadership Council. The Center shall have no capital stock. However, the Center may issue certificates evidencing membership therein.

ARTICLE 6 - BOARD OF DIRECTORS

Section 6.1. General. The management of the affairs of the Center shall be vested in a Leadership Council, except as otherwise provided in the Florida Nonprofit Corporation Law, these Articles of Incorporation or the Bylaws of the Center. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the Center.

Section 6.2. Liability of Members of Leadership Council. No member of the Leadership Council shall be personally liable to the Center or to its members for monetary damages for breach of fiduciary duty as a member of the Leadership Council, except that the foregoing shall not eliminate or limit liability of a member of the Leadership Council to the Center or to its members for monetary damages for the following: (a) any breach of the member's duty of loyalty to the Center or to its members, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) any transaction from which the member directly or indirectly derived an improper personal benefit. If

the Florida Nonprofit Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of members of the Leadership Council, then the liability of a member of the Leadership Council, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Florida Nonprofit Corporation Law. Any repeal or modification of this Section 6.2 shall be prospective only and shall not adversely affect any right or protection of a member of the Leadership Council existing at the time of such repeal or modification.

Section 6.3. Initial Board. The following individuals shall constitute the initial members of the Leadership Council of this Center:

Name: Marcia L. MacLean, President, Treasurer

Address: 353 S US HWY 1, A 304 W, Jupiter, FL 33477

Name: Richard L. Brugger, Jr., Secretary

Address: 353 S US HWY 1, A 304 W, Jupiter, FL 33477

Name: Betty Ann Baker, Vice President

Address: 18841 N Golden Hawk Trail, Jupiter, FL 33458

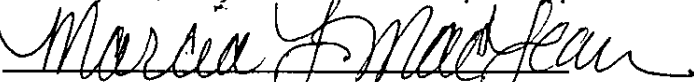
ARTICLE 7 - BYLAWS

Section 7.1. Bylaws. The initial Bylaws of the Center shall be as adopted by the Leadership Council. Except to the extent limited by the Florida Nonprofit Corporation Law, the members of the Leadership Council shall have power to alter, amend or repeal the Bylaws from time to time in force and adopt new Bylaws. The voting members at any time and from time to time may also amend the Bylaws, or may repeal the Bylaws and adopt new Bylaws.

ARTICLE 8 - AMENDMENTS

Section 8.1. Amendments. The members of the Leadership Council shall have the power and authority at any time and from time to time to amend these Articles of Incorporation without member approval to the extent provided in the Florida Nonprofit Corporation Law. In addition, these Articles of Incorporation may be amended in any other respect at any time and from time to time by action of the Leadership Council and voting members in the manner and to the extent provided by the Florida Nonprofit Corporation Law.

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

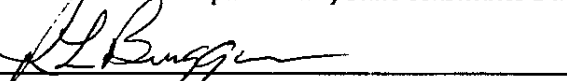


Marcia L. MacLean, Registered Agent

07.31.2012

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Richard L. Brugger, Incorporator

07-31-2012

Date

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