

N14000003767

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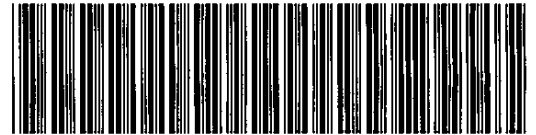
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SECRETARY OF STATE  
TALLAHASSEE, FL 32399-0001

14 SEP 22 PM 4:04

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OCT 01 2014

C. CARROTHERS



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 23, 2014

REV. MEGAN OCONNOR / THE ART OF TRANSCENDENT HEALING  
3715 COCOPLUM CIRCLE  
COCONUT CREEK, FL 33063 US

SUBJECT: THE ART OF TRANSCENDENT HEALING INC.  
Ref. Number: N14000003767

We have received your document for THE ART OF TRANSCENDENT HEALING INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please add Amended And Restated Articles to the top of your document, instead of By-Laws. We do not file your by-laws. You keep the bylaws for your records. Please remove all references to the document amending the bylaws.

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.

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) 245-6050.

Carolyn Lewis  
Regulatory Specialist II

Letter Number: 714A00020407

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: The Art of Transcendent Healing Inc.

DOCUMENT NUMBER: N14000003767

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Rev. Megan O'Connor

(Name of Contact Person)

The Art of Transcendent Healing

(Firm/ Company)

3715 Cocoplum Circle

(Address)

Coconut Creek FL 33063

(City/ State and Zip Code)

Rev.meganOconnore@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rev. Megan O'Connor

(Name of Contact Person)

at ( 954 ) 483-5095

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

(Name of Corporation as currently filed with the Florida Dept. of State)

14 SEP 22 PM 4: 04

(Document Number of Corporation (if known))

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

N/A The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

**B. Enter new principal office address, if applicable:**

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

**C. Enter new mailing address, if applicable:**

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

, Florida

(Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

N/A

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name and address of each Officer and/or Director being added: N/A

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. If a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
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4) <input type="checkbox"/> Change	_____	_____	_____
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5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:  
(attach additional sheets, if necessary). (Be specific).

please see the attached amended articles,  
they are too long to fit here.

The date of each amendment(s) adoption: September 10, 2014, if other th  
date this document was signed.

Effective date if applicable: September 10, 2014  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated Sept. 10, 2014

Signature Megan O'Connor  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rev. Megan O'Connor Sept. 10, 2014  
(Typed or printed name of person signing)

President  
(Title of person signing)

The Art of Transcendent Healing Inc. - *Amended Articles of Inc.*  
3715 Cocoplum Circle, Coconut Creek FL 33063

Article I Address & Name

The name of this organization is The Art of Transcendent Healing Inc.

The address of the organization is:

3715 Cocoplum Circle - Coconut Creek FL 33063

Article II - Purpose

1. The purpose of The Art of Transcendent Healing Inc. is to exclusively organize for charitable, religious and spiritual purposes. Its activities include, but are not limited to mentoring those guided to know their divine nature, universal principals, spirituality, and religion. We engage in, and fulfill our purpose through healing, counseling, ceremonies, creative seminars, teaching, and ordaining those who are guided to a life of service through ministry, establishing churches and spiritual centers, and to provide community outreach programs to those who struggle addictions and P.S.T.D. This organization is interfaith and nondenominational, and honors all faiths.

Article III - General

1. All affairs of The Art of Transcendent Healing Inc. shall be conducted through the bylaws. Bylaws shall be created, or amended through a majority vote of the board of directors or its designees.
2. Persons having completed the divinity program shall be ordained by The Art of Transcendent Healing Inc. and, be referred to as Ordained Ministers, or Chartered Organizations.

Chartered Organizations shall also be referred to as Subordinate Organization as so defined in these bylaws.

Chartered Organizations are students who have completed the Divinity Program I and Divinity II programs and who choose to align with The Art of Transcendent Healing Inc.'s purpose as outlined in this Article II. They shall adopt and align with all of the bylaws, code of ethics, doctrine of purpose, and articles of association. In so doing they shall sign their name and agree to operate within the guidelines of these bylaws. Afterwards they shall be assigned a chapel and a permanent



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Article III - General Continued

2. chapel number. By so adopting these bylaws, they agree to the terms and conditions therein. Chartered Organizations shall have voting abilities, giving one vote per chapel number.

Ordained Ministers are defined as students who have completed the seminary program, but who choose not to adopt and align with The Art of Transcendent Healing Inc.'s bylaws. Ordained Ministers may not use the name, logo, or trademark, raise funds, or use any language that implies affiliation, with The Art of Transcendent Healing Inc. Ordained Ministers shall not have voting authority on the business of The Art of Transcendent Healing Inc.

The originating members, Rev. Megan O'Connor, and Rev. Ana Maldonado shall be lifelong Chartered Organizations. The originating members, Rev. Megan O'Connor and Rev. Ana Maldonado hold full authority to create the content, and context for the Divinity Programs. They shall have full authority to designate new facilitators as they are so guided to do so; but this authority shall not inure special financial benefit to them, and shall not include copywriting of materials for their personal benefit.

The board of directors and all of the Chartered Organizations of The Art of Transcendent Healing Inc. shall be law abiding people, who live in a high degree of integrity. At least one member of the board of directors shall be an Ordained Minister through The Art of Transcendent Healing Inc. Divinity Program. The board of director's terms shall last for a period of five years, and may renew after a majority vote of the board of directors, and other Chartered Organizations.

3. The Art of Transcendent Healing Inc. shall further be referred to in these bylaws as the Organization, or the Parent Organization.

4. Revenues for the operation of the Organization shall be generated through annual dues, in the amount of \$75.00 per year, which are required from each Chartered Organizations.

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Article III - General - Continued:

4. The board of directors reserves the authority to adjust annual dues, and will be done so by a majority vote. Revenue shall also be obtained through spiritual retreats, events, seminars, the Divinity Program, healing services, and spiritually related products such as books that promote the Organizations purpose. All Chartered Organizations shall be required to pay said dues once per year in the first quarter of the year for the upcoming year, otherwise called being paid in advance. Dues are required to be paid no later than the last day of March, unless so amended by the board of directors, in the bylaws.

5. Chartered Organizations who do not keep their dues current may have their charter rescinded by the Organization.

6. The board of directors shall consist of a president, vice president, and treasurer. More directors may be added by a majority vote by the initial president, vice president and treasurer. The original board of directors shall be appointed by the originating president. The originating board of directors is:

President - Rev. Megan O'Connor - 3715 Cocoplum Circle, Coconut Creek, FL 33063

Vice President - Ana Maldonado - 6957 N.W. 6 Court, Margate FL 33063

Treasurer - Michael Landers - 809 N.E. 63 Street, Pompano Beach, FL 33334

7. The board of directors shall conduct the business of the Organization through a majority vote and each director shall have one vote.

8. Powers of the board of directors are:

a. To admit and release through acceptance of resignation letters all board of directors of the Organization.

b. To present pertinent business, and vote when deemed pertinent, to present spiritual topics and programs to the general members, charter new Chartered Organizations, ordain new ministers, and present items for a vote when deemed necessary. They shall appoint committees and persons to manage affairs of the Organization, and shall be done so in writing.

c. The board of directors shall charter new spiritual centers and churches that will carry out the spiritual and religious purpose of the Organization.

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Article III - General - Continued:

d. To conduct the affairs of the Organization as needed, and ensure that it conducts its business in such a way that revenue shall not inure to the benefit of any individual, founder, the founders family, board of directors, trustee, committee member, or persons controlled by such interests. The directors, trustees, officers, or committee members must ensure that the Organization, and its Chartered Organizations operate within the guidelines of the I.R.S. 501c3, and do not operate as a trade or businesses that is not related to its spiritual or religious purpose or non-profit entity.

Article IV - Code of Ethics & Integrity Practices

1. Code of Ethics & Integrity Practices are defined as follows: The Organization holds their practices of ministering, counseling, mentoring, spiritual healing, teaching, and ceremonies, as sacred and holy, and that to be of service to the Creator is a privilege.
2. The Organization and all Chartered Organizations shall operate within federal and state laws, and at no time shall they function outside of the law. It is their responsibility to know and comprehend the laws, and conduct their business within legal guidelines, and the guidelines of a nonprofit 501c3 as so defined by the I.R.S.
3. The Organization and all Chartered Organizations shall not falsely promote, advertise or knowingly mislead their congregants, clients or students for services and products they cannot or will not deliver upon.
4. At no time shall the Organization, board of directors, trustees, officers, committee members, or Chartered Organizations, nor it's Ordained Ministers make diagnoses of medical conditions, nor imply or directly promote the discontinuation of traditional medical therapies to their congregants, clients, students or others, even though spiritual healing is a part of the Organization's religious practices.
5. Any Chartered Organization, Ordained Minister, board of directors, officers, trustees, or committee members who is discovered to be involved with the aforementioned practices in part 3 and 4 of this Article IV; the Organization reserves the right to rescind their charter, position, and affiliation with the Organization after a full review of the circumstances. Should the consensus from a majority vote of the circumstances be to rescind a charter, position, of the person or persons involved; they will be removed from their seat on the

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Article IV - Code of Ethics & Integrity Practices - Continued:

5. board of directors, or have their charter rescinded with no possibility of it being reinstated.

6. Integrity is defined as being a person of your word and keeping your word when you make a promise. If you cannot keep your word, deliver on a promise, it is the express policy of the Organization that you find where you have made an error, and communicate with everyone involved. Take full responsibility, apologize, do the right thing, provide a refund for services or products you did not, or cannot deliver upon. Reevaluate yourself and take responsibility. Commit to God and everyone involved that you will do better in the future. Be, a person of your word because your word has power, and your actions affect everyone in the Organization and the rest of the world.

7. Chartered Organizations, directors, trustees, officers, or committee members, or designees shall only use their charter or position to promote spiritual or religious activities. They shall not provide donations to political affiliations, or donate funds to a third party that will therefore donate to a political affiliation, and they shall not promote any political affiliations nor promote its policy. The board of directors reserves the authority to rescind a Chartered Organization or any appointment of director, trustee, officer or designee for these and all unethical practices as so defined in this Article IV: such as but not limited to using their charter for trade or doing business not related to the Organization's spiritual or religious purposes. Such mentioned violations of these bylaws shall be determined by a review of the circumstances by the board of directors, or a third party mediator, and may lead to the revocation of their charter, or removal of a director, trustee, officer, committee member, or designee, and all affiliation with the Organization, if found to be valid.

8. Should allegations arise that a violation of the code of ethics has occurred by any of the voting board of directors, then the person or persons in question will not be part of any review of the facts, nor vote on what action is needed for the correction of the situation. Someone such as a professional accountant, lawyer or other professional mediator shall vote on behalf of the Organization.

9. Compensation to the board of directors, officers, and trustees, and committee members of the Organization are outlined in Article X Conflict of Interest Policy.

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Article V - Acceptable & Unacceptable Activities of Chartered Organizations:

Acceptable Activities are Defined as:

1. Creating spiritual centers and churches and providing acceptable activities are defined as but not limited to: gathering of people who desire to pray, provide counsel, preach, facilitate seminars, sing, share inspiration, teach, meditate, lay hands on, provide spiritual healing, in spirit either locally or non-local communion, as in the case of telephone conferences.

2. Ministerial duties are defined as, but not limited to: Teaching, spiritual healing, otherwise called the laying on of hands, performing marriages, lecturing, baptisms, healing services, funeral services, forming congregations, education on spirituality and religion, spiritual events and selling spiritually related products such as books that promote an experience of the Infinite Oneness and Love of God. All services and products must be in accordance with both state and federal laws, and 501c3 nonprofit status.

Unacceptable Activities are defined as:

3. The Organization defines unacceptable activities as: Using ones charter or position for purposes other than spiritual and religious in nature. This article intends to make clear that all Chartered Organizations and board of directors, trustees, officers or committee members are required to function with integrity for those they serve, and only use their charter or position for functions which are spiritual or religious in nature, as defined in these bylaws.

Chartered Organizations, directors, trustees, officers, or committee members, shall not provide donations to political affiliations, or donate funds to a third party that will therefore donate to a political affiliation; nor shall they promote its policy. The board of directors reserves the authority to rescind a Chartered Organization or any appointment of director, trustee, officer or designee for these and all unethical practices such as but not limited to using their charter for trade or doing business not related to spiritual or religious purposes. Such mentioned violations of these bylaws shall be determined by a review of the circumstances by the board of directors, or a third party mediator, and if found to be true may lead to the revocation of a charter, or removal of a director, trustee, officer, or designee, and all affiliation with the Organization, if found to be valid.

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Article V - Acceptable & Unacceptable Activities by Chartered Organizations Continued:

4. The board of directors reserves the sole authority to deem practices of its charters as those that are either in accordance with or not in accordance with its bylaws, and their agreed upon purpose. The board of directors reserves the sole authority to rescind a charter after a review of the circumstances and vote by the directors on these situations, and through a majority vote a decision shall be made to either rescind membership or not depending on the facts. While forgiveness is a part of our spiritual practices, and we thrive on a consciousness of love, any charter found to have participated in any unacceptable practices of these bylaws, shall have their charter rescinded with no opportunity of it being reinstated.

Article VI - The Board of Directors

1. The board of directors shall meet at least once per quarter, or as needed for a formal board of directors meeting to discuss, change or amend policy, programing, bylaws, and carry out the organization's business. The board of directors meetings will be held in a professional manor and all members of the board of directors are required to be present. Meeting minutes shall be taken and kept on file for five years.

2. The duties of the board of directors of the Organization are: To carry out all business of the Organization, and preform ministerial duties they are ordained. Their terms of office shall be five years in length. Renewal may occur at the end of the financial year by a majority vote of the board of directors, and Chartered Organizations. Directors who wish to step down from their position shall do so in written format, and give thirty days prior notice of their decision to step down from their position. Should a vote reveal that the majority wishes to replace a director, then the current president shall give notice to the director in writing, and provide it to the applicable director.

3. Description of Duties: The president will conduct meetings of members and officers, appoint persons to conduct such meetings if they or the vice president are unable to attend, acts as an officer to all committees, and acts as an executive officer.

4. Vice President: Assumes the duties of the president in the case of absence or incapacity of the president, also works with other chairman and committee members to promote services, and policy.

5. Secretary: Keeps careful and authentic record of the proceedings of

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Article VI - The Board of Directors Continued:

5. the Organizations meetings, takes care of official correspondence, records and documents of the organization; furnishes to the presiding officers an order of business for general meetings. The secretary is responsible for written notification of general meetings and agenda to be given out two days prior to the meetings.

6. Treasurer: Is responsible for all financial records of the Organization, presents financial reports at general meetings and whenever requested by the president or vice president. Supplies a minimum of three authorized signatures to the bank, two of which are needed for expenditures over \$500.00 and which must be approved by two or more members of the board of directors in the meeting minutes.

The treasurer submits bills for payment when necessary, or oversees any employee who submits bills for payment.

Article VII - Articles of Association for Chartered Organizations

1. Definition of Services: The Parent Organization defines its services to its Chartered Organizations or otherwise referred to as a Subordinate Organization to humanity as the ability and power to maintain its charter, which shall consist of the following:

**Spiritual Centers & Churches**

Teaching, retreats, spiritual healing, seminars, artistic expression of their spirituality and religious practices, laying on of hands, meditation, praying, spiritual counseling, providing ceremonies, preaching.

**Other**

2. All persons who have completed the seminary program and are ordained by the Organization, and therefore choose to adopt these bylaws, code of ethics, and statement of doctrine, and this article of association, and are willing to operate within its boundaries, will be issued a charter, and are thereafter referred to as a Chartered Organization, or a Subordinate Organization. They shall be issued a chapel, and a permanent corresponding chapel number for the purpose of these bylaws. Chartered Organizations shall operate in accordance with the policies of section 501c3 laws of the United States I.R.S. code, or future revisions or codes, and shall not operate as a private foundation, trade, business, or political organization.

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Article VII - Articles of Association for Chartered Organizations  
Continued:

3. It is the sole responsibility of all Chartered Organizations, their board of directors, designees, officers, or trustees to have full knowledge of legal operations concerning their charter, and functions of a of a non-profit 501c3 organization. The Chartered Organization's bylaws and practices cannot conflict with the Parent Organizations bylaws, as they are a Subordinate Organization.

4. Subordinate Organizations may request use of the Organization's logo in writing and apply for their chapel name to be approved by the Parent Organization. The Subordinate Organization's name must include an indication of their chapel number, and reference: an affiliate or in association with, The Art of Transcendent Healing Inc. Subordinate Organizations must also submit a copy of any organizing documents, employer identification numbers, and copies of any logo's or trademarks to the Parent Organization for approval prior to them being publicly displayed. This includes but is not limited to business cards, websites, and promotional materials which may be sized and positioned at the creative discretion of the Chartered Organization, as long as it is prominent and legible, on all items as aforementioned.

For example: It must be located on the home page of any website, and it must be on a business card, but may be at the bottom of the card.

5. A member of the board of directors of the Parent Organization, or its designee shall twice yearly hold a complimentary teleconference seminar on the topic of charitable organization compliance. The Parent Organization shall provide this at no cost to its Subordinate Organizations, resource materials from the I.R.S., such as publications on compliance guidelines for non-profit organizations, or other current materials from the I.R.S. It is the full responsibility of Chartered Organizations to educate themselves with the Internal Revenue Codes, and operate their charter within its boundaries at all times, and to seek professional assistance from professionals such as accountants.

6. All Subordinate Organizations are recognized under the auspices of the Parent Organization and shall operate in accord with its spiritual and religious purposes, as outlined in these bylaws.



The Art of Transcendent Healing Inc. E.I.N. 46-5504174

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Article VII - Articles of Association for Chartered-Organizations  
Continued:

7. Chartered Organizations who fail to do so, shall forfeit its charter and affiliation with the Parent Organization. For this purpose the Parent Organization expressly maintains the following:

a. The Organization and its board of directors shall have sole authority to investigate Chartered Organizations, business practices, and financial operations. Chartered Organizations not operating in accordance within the bylaws, conflict of interest policy, articles of association, or statement of doctrine may cause their charter to be rescinded, and no longer be an affiliate of the Parent Organization; and therefore all privileges shall also be rescinded.

b. Each Subordinate Organization operating with monies is required to supply an annual statement of financial activity, otherwise called a financial statement, any change of address, change in its board of directors, and other contact information to the Parent Organizations' financial officer by the end of the first quarter (last day of March) for the previous year. Failure to comply may result in forfeiture of a charter and affiliation with the Parent Organization.

c. Upon dissolution of a Subordinate Organization, all assets will be redistributed to the Parent Organization, in such a form that provides written documentation of such transactions, such as by check.

d. Acts of violence, unlawful acts, criticizing, either verbal, or written form of other religions faiths, organizations or people on the basis of race, sexual orientation, or political affiliation are not acceptable practices of anyone within the Organization. No part of the activities of any Subordinate Organization, shall in any way be associated with legislation, political organizations or attempt to, or succeed in campaigning on the behalf of any political candidate for public office, or third party affiliate of a political affiliation. Funds from the activities of Subordinate Organizations, may not be donated in any form, do business with, give gifts of any type to any political affiliation, or persons who are involved with, or lobby for political organizations, otherwise called a third party.

e. Subordinate Organizations shall not be involved in any activity not permitted to be carried on by a corporation exempt from Federal Income Tax under section 501c3 of the Internal Revenue Code; along with any revisions to the Internal Revenue Code in the future.

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Article VII - Articles of Association for Chartered Organizations  
Continued:

f. Not following the policies as outlined in these Articles of Association may provoke the cancelation of a Subordinate Organization's charter, after a fair review and determination of the circumstances.

g. Should a Subordinate Organization elect to dissolve itself by way of its internal guidance, or any situation in which the board of directors is so moved to rescind a Subordinate Organization's charter, all assets shall be liquidated and be directed to the Parent Organization. The Subordinate Organization shall furnish documentation that it has legally been dissolved with all banking institutions, and state and federal agencies that apply. Transfer of assets from the Subordinate Organization, to the Parent Organization shall be done so in the form of a check, bank transfer, or other methods that can yield documentation. A letter of intent of dissolution from the Subordinate Organization shall be furnished to the Parent Organization's board of directors or its designees within 30 days prior to its actual dissolution.

Article VIII - Statement of Doctrine:

1. The Organization's purpose and endeavors are for the benefit of humanity and the planet; our services are for the purpose of humanities self-realization of God's Powerful Love for them. This is the foundation of our being and activities.

2. We believe in One everywhere present, all powerful, all knowing Creator, Universe, God, Spirit, Jesus, Higher Power, Lord, Holy Spirit, Wakan Tanka (Great Spirit) Creative Intelligence, Love, Supreme Being, and Source. Our teachings promote an awareness of the Oneness of God's Powerful Love within all of life, and therefore we assert that all of life is sacred.

3. The Organization's services are interfaith and nondenominational by nature, and we seek to know truth, and honor all loving, sacred texts.

4. Maintaining Confidentiality: Ministers have a primary obligation and take responsibility for the confidentiality rights of those whom they consult, and provide other services. The Parent-Organization

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Article VIII - Statement of Doctrine Continued:

4. recognizes that in certain states there may be legal provisions that prevent them from revealing the content of confidential communications to any outside party including a court of law. The Parent-Organization holds individual ministers/Chartered Organizations responsible for determining if the state they have residence in has these privileged communication statutes, and for keeping themselves informed of other relevant state and local statutes.

5. Ethical Issues: When a minister is uncertain whether a particular situation or course of action would violate this Ethical Code, the minister is required to consult with a member of the Board of Directors, or its designee, as well as taking the situation into prayer for inner guidance and getting legal counsel.

6. Resolution of Ethical Issues: Should a minister believe that there may have be an ethical issue by another minister, they can attempt to resolve the issue by bringing it to the attention of that individual for an informal resolution and clarification. If a resolution is not achieved by the individuals involved, the situation should be referred to the board of directors, or its designee, committee or agent. The Organization shall review the circumstances, and make a determination of the perceived issue, and make an impartial plan of action to resolve the issues. Ministers do not file or encourage the filing of ethics complaints that are frivolous and intended to cause harm to the respondent. All such ministers involved in complaints shall be required to practice the Ancient Art of Ho'opononopo and Radical Forgiveness, before any review begins or is deemed needing a resolution by the board of directors. As we are ministers who promote Love, we must practice this in our daily business and most of all in challenging situations.

7. Spiritual Healing is Defined as: Restoration of truth in consciousness, such that it manifests in physical, and emotional form and miracles, by way of laying on of hands, or other ancient practices, meditation, Spiritual Mind Treatment, otherwise known as prayer, and other practices. It is Divine in its intent. We hold that forgiveness is a pillar of realizing God, and we define it as the practice of seeing everyone as a perfect child of God.

8. Counseling is defined as: Being Spiritual in nature, focused on God's reality, and expression in a person's life, how to live in harmony with God's powerful love . At no time is spiritual counseling presented as, or meant to replace psychotherapy.

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Article VIII - Statement of Doctrine Continued:

9. All practices of the Organization and its Chartered Organizations are created to promote the self-realization of the Omnipresent, Oneness of God that lives and expresses within all humans, and nature, of which we choose to serve and expand awareness of, in all our endeavors.

Article IX - Dissolution of a Chartered Organization or the Parent Organization

1. Should a Subordinate Organization elect to dissolve itself, by way of its internal guidance, or any situation in which the board of directors is so moved to rescind a charter, all assets shall be distributed to the Parent Organization. Or, at the discretion of the Parent Organization's board of directors, assets can also be distributed to other organizations operating and organized exclusively for religious 501c3 status. The Subordinate Organization shall furnish documentation that it has legally been dissolved with all state and federal agencies that apply, to the board of directors. Transfers of assets to the Parent Organization shall be done so in the form of a check, bank transfer, or other methods that can be documented. A letter of intent of dissolution from the Subordinate Organization shall be furnished to the board of directors 30 days prior to the beginning of its dissolution activities.

2. Should the Parent Organization elect to discontinue its activities and dissolve the activities of the Organization (The Art of Transcendent Healing Inc.) shall complete its business by filing the proper dissolution documentation with all state and federal agencies t as the State of Florida requires Articles of Dissolution to be filed. The board of directors shall document its decision in a special meeting. All assets shall be distributed to another organization operating and organized exclusively for religious non-profit 501(c)(3) status, which will be selected by the board of directors, or to federal, state or local government to be distributed. At such a juncture and completion of the activities and dissolution of the Organization, the current president shall keep documentation of its dissolution, financial records, and donations to other charitable non-profit organizations for a period of five years after its dissolution date.

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Article X - Conflict of Interest Policy

1. The purpose of this conflict of interest policy is to protect the Organizations' tax exempt interest when it is contemplating going into an agreed upon transaction or arrangement that may inordinately benefit a member of the board of directors, officer, trustee, director, or its designees, and may result in an excess benefit transaction. This Article X intends to clarify and supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit charitable organizations.

2. Definitions - Interested persons are defined as any director, principal officer, trustee, or committee member, or anyone who has direct or indirect financial interest, as defined below, is an interested person.

3. Financial Interest - A person who has financial interest if the person directly or indirectly, through business, or family:

- A. An ownership or investment interest in any entity with which the Organization has transactions or agreement.
- B. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement.
- C. A potential ownership, investment interest in, or compensation agreement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.
- D. Compensation is defined as: direct and indirect remuneration as well as gifts or favors that are not insubstantial.
- E. It is noted that having a financial interest is not necessarily a conflict of interest. A conflict of interest is only defined as a conflict of interest if the governing board of directors or committee decides that a conflict of interest is exists.

4. Duty to Disclose: In connection with any actual or possible conflict of interest, an interested person must disclose the existence of any financial interest and all material facts. The person, board member,

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Article X - Conflict of Interest Policy - Continued:

4. trustee, or committee members shall leave the meeting, and the remaining members shall decide if an actual conflict of interest exists.

5. Procedures for Addressing and Resolving Conflicts of Interest: The interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

6. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

7. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

8. If a more advantageous transaction is not reasonably possible under the circumstances not producing a conflict of interest, the governing board or committee or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

9. Violation of the Conflicts of Interest Policy: If the board of directors, trustees, or officers has reason to believe that a member failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such a belief, and afford the member the opportunity to explain the alleged failure to disclose.

10. If, after hearing the member's response and researching the facts associated with the possible conflict of interest, the board of directors, trustees, officers or committee members shall make a determination that a conflict of interest has actually occurred, and that the member failed to disclose, it shall take appropriate disciplinary and corrective action.

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Article X - Conflict of Interest Policy - Continued:

11. Records of Proceedings: The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether any conflict of action was actually present, and the board of directors or committees decisions as to the facts that a conflict of interest actually existed.

b. The names of the persons who were present for discussions and determining the facts, and voting relating to transaction, or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangements, and a record of any votes taken in connection with the proceedings, and all shall be documented.

12. Compensation to board of directors, officers, trustees, and committee members: All voting members of the board of directors, officers, trustees, or committee members, shall fulfill their appointed duties as so described in these bylaws without expectation of compensation, a fixed salary, or other direct or indirect compensation, such as, but not limited to, gifts and donations.

a. Any qualified member of the board of directors, officers, or trustees, or committee members may also provide ministerial services that go beyond the scope of their position as a voting member of the board of directors, officer, or trustee, as so defined in these bylaws. Ministerial services are defined as but not limited to: facilitating spiritual seminars, retreats, laying on of hands, providing healing services, spiritual counsel, teaching the Divinity Program, and conducting ceremonies. Compensation shall be distributed to the Organization and the qualified member of the board of directors, officers, trustee, or committee member by what is called a non-fixed fee for service basis. The ministers non-fixed fee for services will be distributed to them on an agreed upon percentage rate that is documented to be customary in other churches or spiritual centers, and be a percentage of revenue received from actual attendees.

b. In the situation of a non-fixed fee for service, the voting members of board of directors, officers, trustees actually works to bring revenue into the Organization, giving support to the financial

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Article X - Conflict of Interest Policy - Continued:

c. wellness of the Organization and its operations, so as not to be a burden on the community. The board of directors, officer, trustee, or committee member shall be compensated in a non-fixed, fee for service basis up to \$50,000 per year, unless so voted upon by the membership of the Chartered Organizations, and not by the board of directors, officers, trustees themselves.

d. The non-fixed, fee for service agreement shall be implemented in writing, and all parties shall sign that they have read the agreement, comprehend it, and agree to operate within its guidelines. The agreement shall be standard for all qualified board of directors, officers, trustees, and shall not be made to give additional favor to one person, board of directors, officers, trustee or committee member.

e. Travel or Reimbursements: Should a voting member of the board of directors, officer, trustee, or committee member be required to travel for the Organization's events such as a meeting, or spiritual conference, in association with the Organization's business, the board of directors, officers, and trustee, may be compensated in a reasonable manor in accordance with standard accounting practices for their gas, car rental, other transportation, hotel fees, and entrance to the conference. This form of compensation shall only cover documented expenses with receipt. Travel reimbursements shall only be paid for approved and verifiable events related to the business of the Organization and not include unrelated personal travel.

13. At no time shall a voting member of the board of directors, officers whose accountability includes compensation matters, and who receives compensation directly or indirectly from the Organization for services, vote on matters pertaining to compensation of any board of directors, officers, or trustees. As aforementioned, the Chartered Organizations shall vote on these matters.

14. Documentation of Acceptance of Article X - Conflict of Interest Policy: All members of the board of directors, officers, trustees or committee members shall upon their acceptance of becoming a voting member of the board of directors, officer, or trustee, shall sign a statement that outlines that they have received a copy of Article X - Conflict of Interest Policy, and sign their name that they agree with it, have read and understand the policy, agrees to comply with the policy, and also understands that the Organization is charitable and in order to maintain its tax exempt status, must engage primarily in activities which accomplish one or more of its tax exempt purposes. Once the Conflict



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Article X - Conflict of Interest Policy - Continued:

14. of Interest Policy is signed it shall remain in effect for the duration of the Board of directors, officer, trustee or committee members appointment of duties. Once per year, the board of directors, officers, trustees, and committee members shall review the conflict of interest policy and document that all have taken part in a review process.

15. Periodically there shall be reviews to determine if the Organization is functioning in ways that consistent with its tax exempt status. The periodic review shall include compensation, partnerships, affiliations, joint ventures, and written documentation of meetings, policy, are properly recorded. It shall also ensure that its purpose is charitable, and do not result in the inurement, impermissible privet benefit or in excess benefit transactions to any member of the board of directors, officer, or trustee.

This is the first revision to the bylaws, and is so amended on September 12, 2014 and filed with the Florida Department of Corporations.

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Amended on Date: September 12, 2014