

Carleton L. Weidemeyer

ATTORNEY AND COUNSELOR AT LAW

501 SOUTH FT. HARRISON AVENUE
LEGAL ARTS BLDG. SUITE ONE
CLEARWATER, FLORIDA 34616
(813) 447-3858
FAX (813) 461-5011

March 17, 1996

Florida Department of State
Division of Corporation
Non-Profit Section
P.O. Box 6327
Tallahassee, FL 32314

600001750756
-03/20/96--01042--004
****122.50 ****122.50

Re: Wisdoms, Inc.
A Corporation not for profit

Gentlemen:

Enclosed find two executed copies of the Articles of Incorporation and Registered Agent Designation and Acceptance for the above referenced Corporation not for profit together with my check for \$122.50 as Follows:

Filing Articles of Incorporation	\$35.00
Designation and Acceptance of Registered Agent	35.00
Certified copy of Articles	52.50
Total	122.50

Kindly forward the Charter and certified copy of the Articles to me care of this address. Thank you.

Very truly yours,

Carleton L. Weidemeyer
Carleton L. Weidemeyer

CLW/lkw

3-26-96
B



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1996

CARLETON L. WEIDEMEYER
501 SO. FORT HARRISON AVE STE ONE
CLEARWATER, FL 34616

SUBJECT: WISDOMS, INC.
Ref. Number: W96000006467

We have received your document for WISDOMS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 896A00013748

Carleton L. Weidemeyer

ATTORNEY AND COUNSELOR AT LAW

501 SOUTH FT. HARRISON AVENUE
LEGAL ARTS BLDG. SUITE ONE
CLEARWATER, FLORIDA 34616
(813) 447-3882
FAX (813) 461-5011

April 10, 1996

Florida Department of Revenue
Division of Corporations
Attention: Terri Buckley
P.O. Box 6327
Tallahassee, FL 32314

Re: Ancient Wisdom's, Inc.
Letter No. 896A00013748

Dear Ms. Buckley:

Per your attached letter of March 26, 1996, we confirmed availability of the above referenced name and resubmit the Original and Copy of the Articles of Incorporation. Article VI has been corrected to provide that the number of Directors shall never be less than three.

Kindly forward the Charter and Certified Copy of the Articles to me in care of this address. Thank you.

Very truly yours,

Carleton L. Weidemeyer

Carleton L. Weidemeyer

Enclosures
CLW/cw

ARTICLES OF INCORPORATION

OF

ANCIENT WISDOM'S, INC.

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is:

ANCIENT WISDOM'S INC.

a Florida Corporation not for profit, and the initial principal address of the Corporation is:

301 Belcher Road North, # 1552, Largo, FL 34641

ARTICLE II

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon filing with the Officer of the Secretary of State of the State of Florida.

ARTICLE III

The purpose for which the Corporation is organized are exclusively spiritual and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IV

MEMBERSHIP

There shall be only one class of members. With the members of this corporation shall be any person who believes in the general tenets of faith and the course of study and the truth most

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TALLAHASSEE, FLORIDA

surely hold by Ancient Wisdoms. The manner of qualifications and admission to membership in the corporation shall be a profession of faith and a demonstration of their understanding the tenets and beliefs of Wisdoms through completing the necessary degrees, lectures, and exercises and graded system of study more fully set forth in its By-Laws, its books, and other printed matters related and required by study to understand and accept the meaning and the spiritual guidance of Wisdoms and in the manner and method as the Directors may from time to time adopt in the By-Laws of this Corporation.

No person shall be admitted to membership in this corporation who has not completed the studies or reached the degrees necessary to attain the faith and tenets of the corporation as set forth above and as from time to time set forth by the founder or his successors and in any event, no person shall be admitted into membership in this corporation or faith who believes, advocates, or endorses any of the black arts or satanic methods of any nature or type nor any person who is opposed to any of the degrees, courses of study, tenets, or beliefs of Wisdoms as set down by Cecil F. North or his successors or delineated by the By-Laws from time to time made by the Directors of the corporation.

The authorized property, voting and other rights and privileges of members, the liability of members and the termination of members shall be as set forth in the By-Laws of the Corporation.

ARTICLE V

The street address and city of the initial registered office of the Corporation are 301 Belcher Road North, #1552, Largo Florida 34641 and the name of the original Registered Agent at such address is CECIL F. NORTH.

ARTICLE VI

The business affairs of this Corporation shall be conducted and managed by a Board of Directors of not less than three members and no more than eleven members. Provided, however that three persons always be on the Board of Directors, one of them being Cecil F. North or his designee so long as he shall live. The number of Directors may be increased or diminished only at a meeting held and duly attended by a Quorum as set forth in the By-Laws and with two-thirds of the members of the Board of Directors in agreement, but in any event the number of Directors shall never be less than three directors.

The Directors may elect from their number a President, a Vice President, a Secretary and a Treasurer and such other officers may be provided for in the By-Laws of the Corporation. The names and addresses of the persons who are to serve are as indicated:

<u>NAME</u>	<u>ADDRESS</u>
Cecil F. North Founder & spiritual director	301 Bolcher Rd. Apt. 1552 Largo, FL 34641
Diane Woldumoyar	2261 Bolloair Rd. Clearwater FL 34624
Thomas Kohl	1393 Lime St. Clearwater FL 34616

ARTICLE VII

A two-thirds majority of the Directors of the Corporation shall have the power to make, alter, amend or rescind the By-Laws of the Corporation or amend the Articles of incorporation in the number and manner set forth in said By-Laws. However, no amendment, alteration or rescission of the By-Laws or addition or deletion or change to the Articles of Incorporation shall be inconsistent with the laws, spiritual tenets, beliefs or articles of faith as prescribed by its founder, Cecil F. North. Cecil F. North or other representatives designated by him as provided in the By-Laws shall have absolute and complete control as to any doctrinal change in the purpose of the corporation, its tenets, courses, degrees, teachings or studies.

ARTICLE VIII

The Corporation shall have all of the powers as set forth in F.S. 617.0302, Florida Statutes 1995, as amended, which by reference are incorporated herein but which are not inconsistent with the tenets of faith, the general spirit and other spiritual matters controlled by the founder or his associates.

ARTICLE IX

This corporation is organized under a non-stock basis and shall not engage in any of the prohibitive activities set forth in F.S. 617.0835, Florida Statutes 1995, as amended, nor shall the corporation pay any dividends. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article III hereof.

ARTICLE X

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) or the Internal Revenue Code or corresponding sections of any prior or future Internal Revenue Code or to the Federal, State or Local Government for exclusive public purposes.

ARTICLE XI

The names and residences of the subscribers hereto are as follows:

<u>NAME</u>	<u>AGE</u>	<u>ADDRESS</u>
Cecil F. North	Over 18	301 Belcher Rd. N Apt. 1552 Largo, FL 34641
Diane Weidemeyer	Over 18	2261 Belleair Rd. Clw. FL 34624
Thomas Kohl	Over 18	1393 Lima St. Clw. FL 34616

IN WITNESS WHEREOF, we have made, signed and acknowledged these Articles of Incorporation the 17 day of March 1996

Cecil F. North (SEAL)
Cecil F. North

Diane D. Weidemeyer (SEAL)
Diane Weidemeyer

Thomas Kohl (SEAL)
Thomas Kohl

State of Florida
County of Pinellas

BEFORE ME, the undersigned authority, personally appeared **CECIL F. NORTH**, to me well known or who has exhibited A/D as identification, to be the person who executed the foregoing Articles of incorporation and acknowledged before me, according to Law, that he made and subscribed the same purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 15th day of March, A.D. 1996.

Carole L. Muddrey
Notary Public



OFFICE OF THE CLERK OF THE
SUPREME COURT
JANUARY 1, 1997

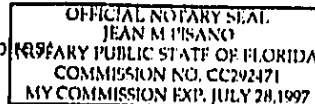
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared **DIANE WEIDEMEYER**, to me well known or who has exhibited 2/27 as identification to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to Law, that she made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 17 day of March
A.D., 1996.

Jean M. Pisano
Notary Public

My Commission Expires:



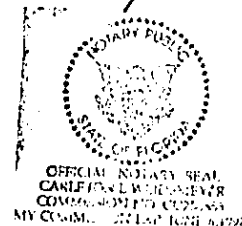
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared **THOMAS KOHL**, to me well known or who has exhibited N/A as identification to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to Law, that he made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of March
A.D., 1996.

Carlota L. Weidemyer
Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named in accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 Florida Statutes.

Cecil F. North
Cecil F. North
Registered Agent

FILED
APR 15 AM 7:21
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared **CECIL F. NORTH**, to me well known to be the person who executed the foregoing Articles of Incorporation and acknowledged before me, according to Law, that he made and subscribed the same for the purposes herein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15 day of March A.D., 1996.

Carlton L. Henderson
Notary Public

My Commission Expires:

