

N 96000005139

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July 26, 1995

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Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: INSTITUTE FOR ETHICS AND MEANING, NON
PROFIT CORPORATION
New Incorporation

Dear Ladies and Gentlemen:

I am enclosing duplicate originals of the Articles of Incorporation for the referenced new Florida Not-for-Profit Corporation, together with a check payable to the Department of State for the following:

\$ 35.00	Filing Fee
\$ 35.00	Resident Agent fee
<u>\$ 8.75</u>	Certification of Status fee
\$ 78.75	

Please note that the articles call for inception of the corporation on October 1, 1996, if filed within 5 business days after that date, or, if filed later, on the date of filing.

Please provide me a certificate of Status of the corporation immediately after the filing of these articles.

Sincerely,

Carl A. Schuh

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 OCT -3 PM 3:18

CAS/id
Encls
via Airborne Express



g 10/8/96

EFFECTIVE DATE

10/1/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 OCT -3 PM 3:40

ARTICLES OF INCORPORATION
OF
INSTITUTE FOR ETHICS AND MEANING, NON PROFIT CORPORATION

The undersigned, acting as Incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporations Act, adopts the following Articles of Incorporation for such corporation:

1. **NAME**

1.1. The name of this corporation shall be Institute For Ethics and Meaning, Non Profit Corporation.

2. **INCEPTION OF CORPORATE EXISTENCE**

2.1. The corporation shall come into existence on October 1, 1996, provided that these Articles are filed within 90 days before that date or within 5 business days after that date. In any other case, the corporation shall come into existence on the date these articles are filed.

3. **DURATION**

3.1. The duration of this corporation shall be perpetual.

4. **EXCLUSIVE CHARITABLE PURPOSES**

4.1. The purpose of this corporation shall be to operate exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of the United States, or the corresponding section of any future tax code. The Board of the corporation shall develop and implement programs to further the purposes described herein.

4.2. The corporation shall educate and inform members of the public how to enhance their lives by replacing materialism and self-seeking with principles of social justice, idealism, social and ecological responsibility, compassion and caring as the bottom line in their families, neighborhoods and workplaces and to put these principles into action within those spheres. To effect these purposes, the corporation shall design and bring about appropriate programs, including: presenting conferences and seminars, create and facilitate study groups and other educational meetings; sponsoring community celebrations promoting family, social and ecological responsibility, idealism and social justice, compassion and caring for all members of society; establishing and facilitating task forces to serve various vocations and professions to promote constructive discussion and to incorporate principles of social justice, idealism, social and ecological responsibility, compassion and caring into the practices of those vocations and professions.

4.3. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove stated). No substantial part of the

activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code of 1986. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition of any candidate for public office. Notwithstanding any other provision herein, the corporation shall have no corporate powers and shall not carry on any activities not permitted to be carried on, a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1986 as an organization described in section 501(c)(3) of such Code, or, b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

5. PRIVATE FOUNDATION PROVISIONS

5.1. The corporation will 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 §4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.2. The Corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.3. The corporation will not retain any excess business holdings as defined in §4943 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.4. The corporation will not make any investments in such manner as to subject it to tax under §4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5.5. The corporation will not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

6. GOVERNING FEDERAL TAX LAW

References herein to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

7. DISTRIBUTION ON FINAL LIQUIDATION

In the event of dissolution or final liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories or recipients as the board of directors of the corporation shall determine: a) a nonprofit organization or organization which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170 of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code; and/ or, b) a nonprofit organization or organizations having similar aims and objects as the

corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170C of the Internal Revenue Code of 1986 or as organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 501(c)(3) of such Code.

8. BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number and qualifications of the Directors shall be as provided in the By-Laws. The Directors shall be elected or appointed as provided in the By-Laws of the corporation. The Initial Board of Directors shall be appointed at the organizational meeting of the Corporation.

9. MEMBERSHIP

The Board may provide by By-Laws for membership of the corporation.

10. REGISTERED OFFICE/AGENT - ACCEPTANCE

The name and address of the initial registered agent and office and the address of the principal office of the corporation are as follows:

Registered Agent: **BROWER MURPHY**
Registered Office: 2109 Bayshore Boulevard #804, Tampa, FL 33606
Principal Office: 2109 Bayshore Boulevard #804, Tampa, FL 33606

By signing below, the above-named registered agent states that he is familiar with and accepts the duties and responsibilities as registered agent of this corporation.

11. INCORPORATORS

The name and address of the Incorporator(s) signing these Articles of Incorporation are: **BROWER MURPHY, 2109 Bayshore Boulevard #804, Tampa, FL 33606.**

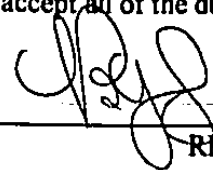
In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of October, 1996.



INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT:

Having been designated as resident agent for the above-named corporation, I hereby agree to act in that 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 all of the duties imposed upon me by law.



REGISTERED AGENT

FILED
SECRETARY OF CORPORATIONS
96 OCT - 3 PM 1:49
TAMPA, FLORIDA