

N98000001132

Michael W. Havrilla

6948 Easton Way
Sarasota, FL. 34238
Phone/Fax: (941) 927-4576

23 February 1998

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

100002440871--7
-02/25/98--01089--006
*****70.00 *****70.00

Re: Meditation Works! Inc.

Dear Sir or Madame:

Enclosed is an original and one (1) copy of the Articles of Incorporation for a Florida Not for Profit Corporation with the above-referenced name, and my check for \$70.00 to cover the \$35.00 filing fee and the \$35.00 Designation of Registered Agent fee. Please send the acknowledgment copy of filing to me at the above address.

Also enclosed is the Certificate of Designation of Registered Agent/Registered Office.

Thank you for your good services.

Sincerely,

Michael W. Havrilla

Michael W. Havrilla,
Incorporator

MWH/hm
Encl.
Via UPS 2nd Day Air

FILED
98 FEB 25 AM 8:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OB
2-26-98

**ARTICLES OF INCORPORATION
OF
MEDITATION WORKS! INC.
A FLORIDA NONPROFIT CORPORATION**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

Article I. Name. The name of the Corporation shall be MEDITATION WORKS! INC.

Article II. Principal Place of Business and Mailing Address. The principal place of business and mailing address of this Corporation shall be 6948 Easton Way, Sarasota, Florida 34238.

Article III. Purposes. The specific purposes for which the Corporation is organized are exclusively for charitable, educational and scientific purposes permitted under Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code ("the Code") including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under such Section 501(c)(3).

Consistent with the above, the specific purposes of the Corporation shall further be, for the benefit of the members and people in general:

A. To make known the real, synthetic, and harmonious view of the world religions and philosophy in terms of modern scientific achievements, and to undertake research for all around ethical, social, economical and spiritual development of humanity to attain world peace, international integration, understanding, and spiritual awakening of the human race.

B. To offer information and techniques to help people (1) discover and experience their human potential on a physical, mental, and spiritual level; (2) become a more proficient and valuable member of society; and (3) live a richer, more fulfilling life.

C. To sponsor post-secondary educational programs.

D. To teach preventive medicine and holistic health approaches to modern life.

Article IV. Manner of Election of Directors. The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered in accordance with the Bylaws, but shall in no case be less than three.

Article V. Limitation of Corporate Powers. The corporate powers of this Corporation

are as provided in Section 617.0302, Florida Statutes, limited by the following:

A. Notwithstanding any other provision of these Articles, the Corporation shall not engage in any action which is not permitted to be carried on by a corporation (1) exempt from federal income tax under Section 501(c)(3), or (2) contributions to which are deductible under Section 170(c)(2), of the Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers, but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

C. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

D. The Corporation shall distribute its income for each taxable 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.

E. The Corporation shall not: engage in any act of self-dealing as defined by Section 4941(d) of the Code; retain any excess business holdings as defined in Section 4943(c) of the Code; or make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

F. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code, or to an exempt organization under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the County Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

Article VI. Initial Registered Agent and Street Address. The name and street address of the initial registered agent is Michael W. Havrilla, 6948 Easton Way, Sarasota, Florida 34238.

Article VII. Incorporator. The name and address of the incorporator for these Articles of Incorporation is Michael W. Havrilla, 6948 Easton Way, Sarasota, Florida 34238.

Article VIII. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall

not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

Article IX. Members. The Corporation shall not initially have any members.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 24th day of February, 1998.


Michael W. Havrilla, Incorporator

Acknowledged before me on February 24th, 1998 by Michael W. Havrilla, who produced Drivers License as identification, and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.


NOTARY PUBLIC-STATE OF FLORIDA

Name: Marilyn Sheahan
Commission: CC 462919
My Commission Expires: May 11, 1999



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

MEDITATION WORKS! INC.

(must include suffix)

2. The name and address of the registered agent and office is:

MICHAEL W. HAVRILLA

(NAME)

6948 EASTON WAY

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

SARASOTA, FLORIDA 34238

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

MICHAEL W. HAVRILLA

24 FEBRUARY 1998

(DATE)

FILED
98 FEB 25 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA