

N9800002047

March 29, 1998

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\*\*\*\*122.50 \*\*\*\*122.50

Corporate Filings Office:

I enclose an original and two copies of the proposed  
Articles of Incorporation of Orion Foundation  
Incorporated.

Please file the Articles of Incorporation and return a  
Certified Copy of the Certificate of Incorporation to me  
at the above address.

A check/money order in the amount of \$122.50, is made  
payable to your office, for :

Filing fee of \$35.00

Certified Copy \$52.50

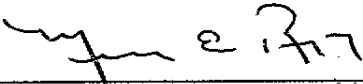
Registered Agent Designation \$35.00

total filing and processing fees is enclosed.

Registered Agent: Michael E. Rafey  
16720 SW 81 Avenue  
Miami, Florida 33157  
USA

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DIVISION OF CORPORATIONS  
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Sincerely,



MICHAEL E. RAHEY, Incorporator and registered agent.

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125

ARTICLES OF INCORPORATION

OF

Orion Foundation, Incorporated

A NON-PROFIT CORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, Hereby adopts the following Articles of Incorporation:

*ARTICLE I:*

The name of this corporation is: Orion Foundation, Incorporated.

*ARTICLE II:*

The principal place of business and mailing address of this corporation shall be:

The Orion Foundation, Incorporated

16720 SW 81 Avenue.

Miami, Florida 33157.

*ARTICLE III:*

The specific purposes for which this corporation is organized are; to establish a religious organization to promote the teachings of and publish materials of and concerning, the Seventh Day Adventist religious organization and for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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*ARTICLE IV:*

The manner in which the directors are elected or appointed is: Directors shall be elected annually, at the regular meeting of directors held on January 2<sup>nd</sup> of each year; directors shall be elected by the Board of Directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

*ARTICLE V:*

The name and address of the initial registered agent of this corporation are:

MICHAEL E. RAHEY

16720 SW 81 Ave

Miami, Florida 33157.

*Article VI:*

The names and addresses of the incorporators to these Articles of Incorporation are:

<u>Name of Incorporator</u>	<u>Address of Incorporator</u>
Michael E. Rafey	16720 SW 81 Ave, Miami, FL 33157
Cathrine F. Rafey	16720 SW 81 Ave, Miami, FL 33157
Nicole A. Gustman	13100 SW 92 Ave, Miami, FL 33176
Mildred B Rafey	209 Wisley Way, Ringgold, GA 30736

*ARTICLE VII*

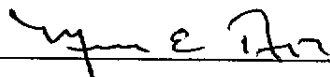
Additional provisions are:  
Upon the dissolution of this corporation, its assets

remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501 ( h ) of the Internal Revenue Code] and this corporation shall not participate in, 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles.

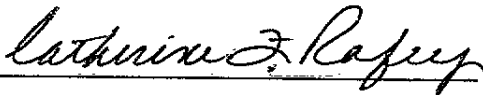
Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on ( 1 ) by a corporation exempt from federal income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code or ( 2 ) by a corporation contributions to which are deductible under Section 170 ( c ) ( 2 ) of the Internal Revenue Code.



Signature/Incorporator

3/29/98

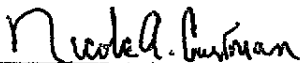
Date



Signature/Incorporator

3/29/98

Date



Signature/Incorporator

29 March 1998

Date

Mildred B. Raley

3/29/98

Signature/Incorporator

Date

*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.*

Y-E R

3/29/98

Signature/Registered Agent

Date

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