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Burney Bivens, Esq.  
\*Arthiel (Josh) Jones, Esq.  
\*\*Robert E. Lee, Esq.

\*Also Admitted in New York  
\*\*Also Admitted in Ohio

October 2, 1998

Florida Department of State  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

400002655084--4  
-10/05/98--01034--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Articles of Incorporation of Red Earth Medicine Society, Inc.  
(a non-profit organization)

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation of RED EARTH MEDICINE SOCIETY, INC.

Also enclosed is my check in the amount of \$70.00 to cover the filing fees. Please return a file-stamped copy to my office.

Thank you for your cooperation.

Yours truly,

BIVENS, JONES & ASSOCIATES

  
Burney Bivens, Esquire

BB/mae  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 13 AM 9:52

W98-22738  
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F. CHESSEY OCT 14 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 6, 1998

BURNEY BIVENS ESQUIRE  
1543 KINGSLEY AVE #18-B  
ORANGE PARK, FL 32073

SUBJECT: RED EARTH MEDICINE SOCIETY, INC.  
Ref. Number: W98000022738

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 13 AM 9:52

We have received your document for RED EARTH MEDICINE SOCIETY, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 198A00049711

ARTICLES OF INCORPORATION  
OF  
RED EARTH MEDICINE SOCIETY, INC.

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FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
98 OCT 13 AM 9:52

The undersigned, acting as incorporator of a non-profit corporation under the Not for Profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is Red Earth Medicine Society, Inc.

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

This corporation is organized for the following purposes:

1. The corporation is organized to provide religious, educational and cultural related services and any other purpose or activity that is lawful under the laws of the State of Florida and the United States of America for non-profit corporations.

**ARTICLE IV - MEMBERSHIP**

The qualifications for membership and the manner of admission shall be as regulated by the by-laws.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business of the corporation is 5807 Newcomb Road, Callahan,

Florida 32011. The name of the initial registered agent is Charles K. Allard and the address of the initial registered agent is 5807 Newcomb Road, Callahan, Florida 32011.

#### **ARTICLE VI - DIRECTORS**

The initial Board of Directors shall consist of three (3) members who need not be residents of the State of Florida.

#### **ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Antoinette Lee Schmitt	1501 SW Aledo Lane Port St. Lucie, FL 34953
Stephen Sanabria	8660 SW 212th Street, Apt. 101 Miami, FL 33189
Charles K. Allard	5807 Newcomb Road Callahan, FL 32011

The method of election of Directors shall be as stated in the by-laws.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles K. Allard	5807 Newcomb Road Callahan, FL 32011

#### **ARTICLE IX - DUTIES AND POWERS**

Red Earth Medicine Society, Inc. shall be a non-profit corporation and shall have all the

duties and powers of non-profit organizations, and no member, officer or director shall be authorized to do anything inconsistent with a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized to and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of any 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code; or a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future Federal Tax Code.

#### **ARTICLE X - STOCK**

The corporation is organized and shall be operated on a non-stock 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 by-laws.

#### **ARTICLE XI - AMENDMENT OF ARTICLES OF INCORPORATION**

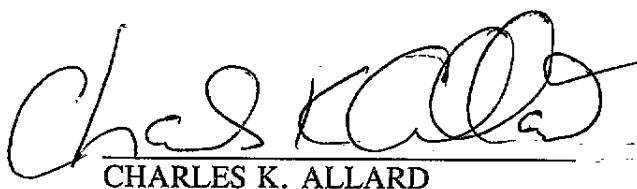
The members shall have the power to adopt, amend, alter, change or repeal the Articles

of Incorporation when proposed and approved at a called membership meeting, with not less than a three-fourths vote of the members.

#### **ARTICLE XII - DISSOLUTION OF CORPORATION**

Upon dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Intern Revenue Code or the corresponding section of any future Federal Tax Code or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization and organizations that the court shall deem which are organized and operated exclusively for such purposes.

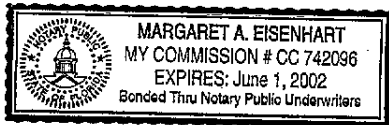
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Orange Park, Clay County Florida, on this 2<sup>nd</sup> day of October, 1998.

  
CHARLES K. ALLARD

STATE OF FLORIDA )  
COUNTY OF CLAY )

BEFORE ME, the undersigned authority, personally appeared CHARLES K. ALLARD, who is personally known to me or who produced Florida Driver License as identification, the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 2nd day of October, 1998.



*Margaret A. Eisenhart*  
Notary Public - State of Florida  
My Commission Expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 13 AM 9:52

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts his designation as registered agent for Red Earth Medicine Society, Inc.

*Charles K. Allard*  
CHARLES K. ALLARD

STATE OF FLORIDA )  
COUNTY OF CLAY )

BEFORE ME, the undersigned authority, personally appeared CHARLES K. ALLARD, who is personally known to me or who produced Florida Driver License as identification, the person described in and who subscribed the Acceptance of Registered Agent, and he did freely and voluntarily acknowledge before me that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, on this 2nd day of October, 1998.



*Margaret A. Eisenhart*  
Notary Public - State of Florida  
My Commission Expires: