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September 30, 1999

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

Re: Universal Church of Christian Spiritualism, Inc.

Dear Sir or Madam:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above referenced Non-Profit Corporation. Also enclosed is a check in the amount of \$70.00 for the filing fees.

Please return the copy with the filing information stamped thereon to the undersigned at the address above.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

KENNETH B. WHEELER, LL.M. TAX, P.A.



Richard D. Baxter, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RDB/hm
Enclosures

cc: Rev. Stephen De Matteis

10/07/99
T.B.

ARTICLES OF INCORPORATION
OF
UNIVERSAL CHURCH OF CHRISTIAN SPIRITUALISM, INC.

The undersigned, a natural person competent to contract, desiring to form a corporation not for profit pursuant to the provisions of Chapter 617, Florida Statutes, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be:

Universal Church of Christian Spiritualism, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is: 1525 E. Robinson Street, Orlando, Florida 32801.

ARTICLE III
PURPOSES

This Corporation is organized and shall be operated exclusively for religious, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Internal Revenue Code").

The general nature of the objectives and purposes for which this Corporation is formed are:

To operate as a nondenominational church.

To promote the awareness of the presence of God as the Divine Creative Source inherent in each individual, within all Life, on earth and throughout the Universe.

To conduct regular church services for its members and others.

To perform all sacerdotal functions.

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To conduct and promote religious, educational, charitable and other activities consistent with the aforesaid purposes.

To conduct religious, educational and holistic health classes, seminars and workshops.

To teach, promote and provide an environment for the understanding and practice of the theology of beliefs and principles known as Metaphysics in accordance with the teachings and writings of the well-known founders and teachers of Metaphysics as well as those aspects of other religions, denominations and theologies, including Christianity, that are consistent with the beliefs, theology and principles of this Church.

To quote from, teach and use Divinely inspired scriptures and other writings, including, but not limited to, The Bible. The Aquarian Gospel, Conversations With God and other recognized works.

To teach and promote spiritual healing of the body.

To teach and promote the regular use of prayer, meditation and other spiritual practices on a regular basis.

To teach and promote a holistic, balanced approach to life: "spirit, mind and body".

To teach and promote holistic ecology for the purposes of spiritual, physical and emotional balance and harmony.

To make available religious and other books, magazines, pamphlets, tapes and other materials consistent with the purposes of this Church.

To teach and promote its universal theological beliefs through appropriate music, plays, musicals, movies, video and other productions and the use of any and all forms of media.

To establish programs of instruction and education for individuals who wish to become Pastors, Ministers, Associate Ministers, Practitioners or lay teachers.

To encourage and support the establishment of member churches, centers, societies, study groups and other organizations.

To conduct, sponsor and/or support fundraising activities.

To acquire, lease, rent, hire, construct, own, maintain and/or otherwise provide a place or places for conducting church services, classes, retreats, research, holistic education and treatment and other activities and to serve as holistic health centers to

promote spiritual, physical, mental and emotional healing, balanced living and the celebration of the Divine Presence within all life.

To foster and promote spiritual kinship, Love, bonding, harmony and unity among its members and in its community and in the Nation and the World

ARTICLE IV POWERS

This Corporation shall have and may exercise any and all of the powers conferred upon corporations not for profit by or pursuant to Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, as the same may hereafter be amended.

This Corporation shall also have the power and authority, by action of its Board of Trustees:

to ordain, license and/or issue appropriate credentials to its Pastors, Ministers, Associate Ministers, Practitioners and lay teachers; and

to authorize and charter member churches, centers, societies, study groups and other organizations.

This Corporation shall not carry on any activities not permitted to be carried on: (a) by a corporation described in Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation described in Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI BOARD OF TRUSTEES

Except as otherwise provided by or in accordance with the Bylaws, the business and affairs of this Corporation shall be managed by its Board of Trustees. The initial Board of Trustees shall consist of three (3) members. The names and addresses of the members of the first Board of Trustees are: 1525 E. Robinson Street, Orlando, FL 32801.

Reverend Stephen De Matteis

1525 E. Robinson Street
Orlando, FL 32801

Kathryn Edwards

1525 E. Robinson Street
Orlando, FL 32801

Michael Dwulit

1525 E. Robinson Street
Orlando, FL 32801

The members of the First Board of Trustees (who shall also be members of this Corporation) shall hold office until their respective successors are elected and qualified as provided in the Bylaws of this Corporation. The number of Trustees of this Corporation set forth in these Articles of Incorporation shall be the authorized number of Trustees until that number is changed by or in accordance with the Bylaws of this Corporation, but shall never be less than three (3).

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial Registered Office of this Corporation is: 1525 E. Robinson Street, Orlando, FL 32801. The name of the initial Registered Agent of this Corporation at that address is Stephen De Matteis.

ARTICLE VIII
INCORPORATOR

The name of the person signing these Articles of Incorporation as the Incorporator is Stephen De Matteis and his street address is 1525 E. Robinson Street, Orlando, FL 32801.

ARTICLE IX
MEMBERS

The classes of and qualifications for members of the Corporation and the manner of their admission and termination shall be regulated by the Bylaws of the Corporation.

ARTICLE X
BYLAWS

The Board Of Directors shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, rescinded or added to, or new Bylaws may be adopted as provided in the Bylaws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to the purposes of the Corporation and no part of the net income or assets of the Corporation shall ever inure to the benefit of any trustee, director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution of this Corporation, all assets remaining on hand, after the payment of and/or making provision for the debts, expenses and liabilities of the Corporation, shall be distributed to any organization as shall be selected by the Board of Trustees of this Corporation and which is described in Section 501(c)(3) of the Internal Revenue Code, or in the similar provisions of any future Federal revenue law.

The private property of the incorporator, trustees, officers or members of this Corporation shall not be subject to payment of the Corporation's debts in any event or to any extent whatsoever.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming this corporation not for profit under the laws of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 30th day of September, 1999.

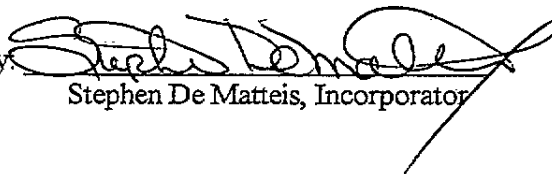

Stephen De Matteis, Incorporator

UNIVERSAL CHURCH OF CHRISTIAN SPIRITUALISM, INC.
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office and Registered Agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Universal Church of Christian Spiritualism, Inc.
2. The name and address of the Registered Agent and Registered Office of the Corporation is: Stephen De Matteis, 1525 E. Robinson Street, Orlando, FL 32801.

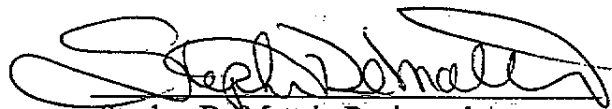
Universal Church of Christian Spiritualism, Inc.

By: 
Stephen De Matteis, Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named the Registered Agent of Universal Church of Christian Spiritualism, Inc., 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, including Florida Statutes Section 617.0503, and I am familiar with and accept the obligations of my position as Registered Agent.


Stephen De Matteis, Registered Agent
Dated: September 30, 1999.