

MANUEL ZALAC  
ATTORNEY AT LAW

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September 28, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6127  
Tallahassee, Florida 32301

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-10/06/99--01047--002  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

Gentlemen:

Enclosed is original and one copy of Articles of Incorporation of

INSTITUTE OF UNIVERSAL ENERGY & INFORMATION, INC.

A FLORIDA NON-PROFIT CORPORATION

Also, enclosed is a check in the sum of \$122.50 to cover charter tax,  
filing fees, certified copy and resident agent's fee.

Thank you for your attention to this matter.

Sincerely,

  
MANUEL ZALAC

MZ/hz  
encls.

EFFECTIVE DATE

10-1-99

FILED  
99 OCT - 7 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN OCT 12 1999

EFFECTIVE DATE

10-1-99

ARTICLES OF INCORPORATION

INSTITUTE OF UNIVERSAL ENERGY & INFORMATION, INC.

A FLORIDA NON-PROFIT CORPORATION

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

INSTITUTE OF UNIVERSAL ENERGY & INFORMATION, INC.

A FLORIDA NON-PROFIT CORPORATION

ARTICLE II

PRINCIPAL OFFICE AND ADDRESS

The address of principal office of the Corporation is: 4400 N.W. 107 AVE. SUITE 305. MIAMI, FLORIDA 33178. AND **THE MAILING ADDRESS** of the Corporation is : P.O.BOX 14-3427 Coral Gables , Florida 33114.

ARTICLE III

DURATION

The term of existence of the Corporation is perpetual and the Corporate existence will commence on October 01, 1999.

ARTICLE IV

Purposes of the Corporation

The purpose for which the Corporation is organized is, to disseminate all types of educational and self healing material throughout the world in order to teach and promote the most advanced techniques of diagnosing, treating energetic blockages within the human body, mind and spirit.

The Corporation organized herein will be operated in accordance with the following:

**Section 1.** The corporation has been organized to receive and maintain real or personal property, or both, and subject to the restriction and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for spiritual, religious, scientific, charitable, benevolent, educational and cultural purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Laws) including, but not limited to:

- (a) To realize and accept the Universal flow of energy and how it affects the world, the family unit, relationships, and the individual.
- (b) To support and respect one another so that each individual who is open and willing, may grow, nurture and support the love of self.
- (c) To help individuals to activate their Genetic Codes, so that they may remember who they are.
- (d) To use the techniques and exercises of Biopsychoenergetics as a tool to develop the potential of the individual.
- (e) To help all individuals willing to assume full responsibility for who they are.
- (f) To help all individuals empower themselves and be awakened to the spark of Divinity that the One Source originally created them to be. (The Prime Creator).
- (g) To help all individuals move out of small self and into the Universal Consciousness and Purity of Divine Self.
- (h) To respect all paths that lead the individual to discover their own inner peace, love, truth and wisdom.
- (i) To honor all creation.
- (j) To practice and teach all that you do and are with the highest integrity.
- (k) To provide a center for seminars, lectures and events related to the understanding of principles of self-healing and healing of the world.
- (l) To cooperate with other like-minded institutions throughout the world in the interest of a mutual effort to promote the ascending of consciousness for the well being of the individual and the Planet.
- (m) To establish and maintain a library of books, Compact Disk, Videos and materials related to personal growth, paranormal investigations, physiognomy, virmania investigations, crop circle phenomenon, ESP, psychic phenomenon and self-hypnosis, Reiki, acupuncture, evolution of humanity.
- (n) To foster good fellowship, good citizenship and oneness.
- (o) To teach a sincere regard for the rights of others and obedience to all laws.
- (p) The studies of women's spirituality - Gaia Theory,
- (q) A healing and teaching Institution carrying, to peoples of the world, at all levels, using all available resources in the most effective manner to achieve all these objectives.

**SECTION 2.** No part of the net earning of the Corporation shall insure to the benefit of, or be distributed to any Director, Officers or employee of, or member of a committee of, or person connected with, the corporation, or any other private individual. This shall not prevent the payment to, any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors (other than to Officers or Directors for services in their capacities -is such) and no such person or persons shall be entitled to share in the distribution of any of the corporation assets upon the dissolution of the corporation.

**Section 3.** The corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

**Section 4.** The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws

**Section 5.** The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

**Section 6.** The Corporation shall not retain any excess business holding as defined in section 4943 ( c ) OF THE internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

**Section 7.** The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws.

**Section 8.** The Corporation shall make any taxable expenditures as defined in Section 4945 (d) of Internal Revenue Code, or corresponding provisions of any subsequent laws.

**Section 9.** Notwithstanding any provision in these Articles of Incorporation, the corporations shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from Federal Income Tax under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

**Section 10.** Upon the dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or Organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986, (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Director shall determined. Any . Of such assets not so disposed of shall be disposed of the Circuit Court of the County in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE V.**

### **BOARD OF DIRECTORS**

The First BOARD OF DIRECTORS WILL BE:

<b>TEMISTOCLES BELLO</b>	4400 N.W. 107 Ave. Miami, Fl. 33178
<b>SABRINA ROMAN</b>	7823 S.W. 119 Place Miami, Fl. 33183.
<b>SORAYA SEVELEN</b>	2319 S.W. 29 AVE. Miami, Fl. 33145

**Section 1. General Powers and Duties.** The affairs and property of the corporation shall be managed, controlled and directed by a Board of Directors. The Board of Directors shall have, and may exercise, any and all powers provided in the Articles of Incorporation or the State of Florida Nonprofit Corporation Act which are necessary, or convenient to carry out the purposes of the corporation.

## Section 2. Composition of the Board of Directors.

A. To qualify as a member of the Board of Directors, the candidate must subscribed to the tenets of the Institute and have a minimum of three (3) years direct experience in an area of the Study or practice of Metaphysics, Healing or

D. The name of a candidate to be considered as a member of the Board of Directors may be Submitted by any member of the INSTITUTE OF UNIVERSAL ENERGY & INFORMATION Inc. in good standing.

E. Any vacancy in the Board of Directors including a vacancy caused by the expiration of a Director's term or by any increase in the number of Directors comprising the Board, shall be filled by the affirmative vote of a unanimous vote of the remaining Directors in office.

F. A Director may resign at any time by giving notice thereof in writing to the Chairperson.

G. A Director may be removed, with or without cause by a unanimous vote of the remaining Directors still in office.

H. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors at which he or she is present, and shall perform such other duties as may be required of him or her by the Board of Directors. The Vice-Chairman of the Board of Directors shall, in the absence of the Chairperson, preside at its meetings and shall perform such other duties as may be required of him or her by the Board of Directors.

## Section 3. Meetings of the Board of Directors.

A. Regular meetings of the Board of Directors shall be held four (4) times each year. Special meetings shall be called at the discretion of the Chairperson or at the request of a majority of the Directors in office. The last regular meeting of the Board of Directors in each fiscal year shall constitute its annual meeting,

B. The time and place of all meetings of the Board of Directors shall be designate by the Chairperson. The meetings may be held within or without the State Florida, .

At least ten (10) days notice shall be given to each Director of a regular meeting of the Board of Directors. A special meeting of the Board of Directors may be held upon notice of five (5) days. Notice of a meeting of the Board of Directors shall specify the date, time and place of the meeting, but, except as provided in Article XIII of these By laws, need not specify the purpose for the meeting- or the business to be conducted. Notice must be either delivered personal I), to each Director or mailed (including the sending, of a telegram) to his or her address stated on the Article of Incorporation. If notice is given by mail, it shall be deemed delivered when deposited in the United States mail properly addressed ,and with postage prepaid thereon.

If such notice is given by telegram, it shall be deemed delivered when the content of the telegram is delivered to the telegraph company. Notwithstanding the forgoing, a Director may waive notice of any regular or special meeting of the Board of Directors by written statement filed with the Board of Directors, or by oral statement at any such meeting. Attendance at a meeting of the Board of Directors shall also constitute a waiver of notice, except where a Director states that he or she is attending for the purpose of objecting to the conduct of business on the grounds that the meeting was not lawfully called or converted.

D). A majority of the number of Directors as fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business at any meeting, of the Board of Directors, except that if a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting to another time without further notice.

E. Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board of Directors shall be decided by a majority vote of the Directors present at a Meeting at which a quorum exists.

F. Any, action required or permitted to be taken at any meeting of the Board of Directors may be taken without, meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office and all the Directors in office consent to such action in writing, setting forth the action taken. Such consent in writing shall have the same force and effect as a vote of the Board of Directors at a meeting and may be described as such in any document executed by the Corporation

I. Any or all Directors may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or, any means of communication by which all persons participating in the meeting- are able to hear one another, and such participation shall constitute presence in person it the meeting.

## **ARTICLE VI**

### **OFFICERS**

The initial OFFICERS will be:

**TEMISTOCLES BELLO** . Chairman of the Board, President  
 4400 N.W. 107 AVE. Miami, Fl. 33178  
**SABRINA ROMAN** . Secretary  
 7823 S.W. 119 Place Miami, Fl. 33183  
**FRANCA IOZZI** . Treasurer  
 111 N.W. 85 Place , Miami, Fl. 33126

Section 1. The Officers of the corporation shall be a President, a Secretary, Treasurer, and such other officers as may from time to time be deemed advisable by the Board of Directors. Officers may, but need not, be directors.

Section 2. All of the Officers of the corporation shall hold their office for such terms and shall exercise such powers as stated in Section 2, Composition of the Board of Directors, part C, and shall perform such other duties and receive such compensation as shall be determined from time to time by the Board of Directors.

Section 3. The President, Secretary, Treasurer and such other Officers as may be authorized by the Board of Directors may enter into contracts and incur liabilities behalf of the corporation as stated in the original Articles of Incorporation and the Bylaws All Officers of the Institute shall have received a copy of the original Articles of Incorporation along with these Bylaws.

Section 4. The duties and powers of the officers of the corporation shall be as provided in these Bylaws, or as provided pursuant to these Bylaws or (except to the extent they are inconsistent with these Bylaws or with any provision made pursuant hereto shall be those customarily exercised by corporate officers holding such offices.

Section 5. The President. The President shall be the chief operating officer of the corporation and, subject to the control of the Board of Directors, shall perform all duties customary to that office and shall supervise and control all of the affairs of the corporation in accordance with any policies and directive approved by the Board of Directors. The President shall have the power to change the registered agent and registered office of the corporation. The President shall have the power to disburse funds of the corporation in the event the Office of the Treasurer is vacant or in the event the Treasurer unavailable to do so and funds must be disbursed to keep the corporation's budget balanced and creditors up-to-date.

Section 6. The Secretary. The Secretary shall be responsible for keeping an accurate record of the proceedings of the corporation as the Board of Directors shall direct. He or she shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and in general, perform all duties customary to the office of secretary. The Secretary shall have custody of the corporate seal of the corporation and he or she, or some designated assistant, shall have authority to affix the same to any instrument requiring it and, when so affixed, it may be attested by his or her signature or by the signature of such assistant secretary. The Board of Directors may give authority to any Officer to affix the seal of the corporation and to attest the affixing by his or her signature.



## Section 7. The Treasurer.

A. The treasurer shall perform all duties customary to that office, shall have the custody of and be responsible for all corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in the books of the corporation. He or she shall deposit or cause to be deposited all monies or other valuable effects in the name of the corporation in such depositories as shall be selected by the Board of Directors.

B. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or its delegate, taking proper vouchers for such disbursements, and shall render an account of all his or her transactions as Treasurer and of the financial condition of the corporation to the President and the Board of Directors at its regular meetings or when the Board of Directors so requires.

C. It shall be the duty of the Treasurer to cause to be prepared, and to make available to the members, an annual financial statement, including a balance sheet and statement of income and expense, prepared in accordance with generally accepted accounting principles, and a report made thereof at each annual meeting of the members.

## ARTICLE VII

### Registered Office and Agent

The initial Registered office of the Corporation shall be located at:  
4400 N.W. 107 Ave. suite 305, Miami, Florida 33178

## ARTICLE VIII

### MEMBERSHIP

Section I Membership Classifications. All corporate or organization and individual paid members of the INSTITUTE OF UNIVERSAL ENERGY & INFORMATION, Inc. shall be members in full standing and entitled to all of the benefits of membership. The membership will be divided into five (5) classes:

#### **A. Corporate/Organization Membership**

1. Any organization or corporation interested in the objectives and policies of the Institute may become a member of the INSTITUTE OF UNIVERSAL ENERGY & INFORMATION, INC. by making, application for membership, subscribing to the tenets of the Institute, as provided herein by the Bylaws.

2. Corporate/Organizational members shall have a voice in any meeting, of the Institute, but as such shall not be entitled to a vote. Corporate/Organizational Membership shall not, however, prohibit the holder /holders from holding office.

### **B. Life Membership.**

1. Any individual interested in the objectives of the INSTITUTE OF UNIVERSAL ENERGY & INFORMATION INC. may become a life member of this Institute by making application for life membership, subscribing to the tenets of the Institute, 6eirio elected to life membership by the Directors, as hereinafter Provided in the Bylaws.

2 . Life members shall have a voice in any meeting of the Institute, but as such shall not be entitled to a vote. Life membership shall not, however, prohibit the holder from representing any member organization, or from holding any office.

### **C. Honorary Membership**

I - All past presidents of the Institute shall be honorary members thereof, and the Directors l'roni time to time may select persons who have performed outstanding service to metaphysics as honorary members of the Institute.

2. Honorary members shall have a voice in any meeting of the Institute, but as Such shall I not be entitled to a vote. Honorary membership shall not, however, prohibit the holder from representing any organization member or holding any office.

### **D. Division Membership.**

I . The Directors shall have the power at any time they deem it advisable to create divisions of the Institute, organized for any one particular purpose in conformity with the objectives of the Institute. Any such division shall have such a name as the division decides and as shall be approved by the Board of Directors.

2. Division members shall have a voice in any meeting of the Institute, but as such shall not be entitled to a vote. Division Membership shall not, however, prohibit the holder, from representing any organization member or holding office.

### **E. Individual Membership-**

1. Any individual (whether or not a member of any affiliated organization, or Corporation) may become an Individual Member of the Institute by making application for such membership, subscribing to the tenets of the Institute, as herein provided in the Bylaws.

2. Individual Members shall have a voice in any meeting of the Institute, but as S LI C II shall not be entitled to a vote. Individual Membership shall not, however, prohibit the holder from representing any organization member or holding any office.

#### **F. Professional Membership.**

1. Any individual (whether or not a member of any affiliated organization, or corporation) may become, a Professional Member of the Institute by making application for such membership, subscribing to the tenets of the Institute, being elected to professional Membership by the Directors as herein provided in the Bylaws.

2. Professional members shall have a voice in any meeting of the Institute, but as such shall not be entitled to a vote. Professional Membership shall not, however, prohibit the holder from representing any organization member or holding any office.

Section 2 Membership Dues. The number of membership classifications may be determined from time to time by Resolution by the Board of Directors and shall be determined at a further date.

#### **ARTICLE IX**

##### COMMITTEES

Section 1: Executive Committee. The Executive Committee shall consist of two or more Directors of the Corporation. The committee shall meet no less than quarterly and shall act for the corporation in all matters during the interim periods between meetings of the Board of Directors. The Committee's supervisory function shall be delegated to the President as necessary between meetings.

Section 2: Other Committees. The Board of Directors may create other committee (s) or machanism, consisting of Directors or other persons, which committee(s) or mechanisms shall have such authority as the Board of Directors may institute by law and thise Bylaws direct in order to carry out the work and purpose of this Institute, and may confer upon them such authority, powers and duties as the Board may deem appropriate; provided that the final responsibility and duty for management of the affairs, assets, properties and employees of this Institute may not be delegated and shall rest upon the President and Board of Directors.

#### **ARTICLE X**

##### INSPECTION OF RECORDS

The Institute shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of its members, Board of Directors, and committees having any authority of the Board of Directors. All books or records may be inspected by any member or his/her agent, attorney, for any proper purpose at any reasonable time.

**ARTICLE XI**

PROVISIONS MISCELLANEOUS

Section 1. Seal. The seal of the corporation shall be circular in form and shall have inscribed thereon the words: "INSTITUTE OF UNIVERSAL ENERGY & INFORMATION, INC." and "Corporate Seal."

Section 2. Checks. All checks, drafts, or other orders for the payment of money shall be signed by such Officer or such other person or persons as the Board of Directors may from time to time designate.

Section 3. Fiscal Year. The fiscal year of the corporation shall be determined by resolution of the Board of Directors.

**ARTICLE XII**

AMENDMENTS

Section 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, at any regularly scheduled meeting of the Board of Directors, by a unanimous vote of the Directors then in office, if - ,t least ten (10) days written notice is given of the intention to take such action at such meeting.

Section 2. Amendment of Articles of Incorporation. The Articles of Incorporation may be altered or amended at any meeting of the Board of Directors, by a majority vote of the Directors in office, if at least ten (10) days written notice is given of the intention to take such action at such meeting.

**ARTICLE XIII**  
**INCORPORATORS**

The name and residence of the Incorporator is: **TEMISTOCLES BELLO**  
4400 N.W. 107 AVE. SUITE 305 MIAMI, FL. 33178

  
Temistocles Bello

STATE OF FLORIDA )  
COUNTY DADE ) SS

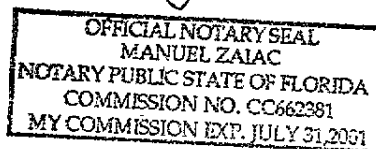
BEFORE ME, a Notary Public authorized to acknowledgments in the State and County set forth above, personally appeared

**TEMISTOCLES BELLO**

Personally known to me and known by me to be the person who executed the forgoing Articles of Incorporation and who acknowledged before me that he executed those Articles of Incorporation and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 1 st day of **October, 1999**.

  
MANUEL ZAIAC



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST--THAT INSTITUTE OF UNIVERSAL ENERGY + INFORMATION  
(NAME OF CORPORATION) INC.

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,

WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI  
(CITY)

STATE OF FLORIDA HAS NAMED TEHISTOCLES BELLO  
(STATE) (NAME OF RESIDENT AGENT)

LOCATED AT 4400 P.W. 107<sup>th</sup> AVE Suite 305 33178  
(STREET ADDRESS AND NUMBER OF BUILDING,  
POST OFFICE BOX ADDRESSES ARE NOT ACCEPTABLE)

CITY OF MIAMI, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT  
(CITY)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]  
(CORPORATE OFFICER)

TITLE President

DATE 10-1-1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, I HEREBY AM FAMILIAR WITH AND ACCEPT THE  
DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION  
AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE  
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
(RESIDENT AGENT)

DATE 10-1-1999