

**ARTICLES OF INCORPORATION
OF
URANTIA BOOK HISTORICAL SOCIETY, INC.
(A Corporation Not for Profit)**

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

**I.
NAME OF CORPORATION**

The name of the Corporation shall be Urantia Book Historical Society, Inc. (hereinafter the "Corporation").

**II.
ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office and mailing address of the Corporation is 101 East College Avenue, Tallahassee, Florida 32301.

**III.
PURPOSES**

The purposes for which the Corporation are formed:

The Corporation is a historical society with purposes which are solely and entirely, educational, preservation, and scholarly, and within such type of activities, its purposes are:

Promoting and fostering an awareness and appreciation of the Urantia Book through its religious heritage, origins, background, development, and general history by gathering and maintaining archives and libraries and serving as the collective memory of the Urantia Book Movement.

**IV.
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than 3 members and not more than 24 members. The initial members of the Board of Directors shall be named in the initial bylaws adopted by the incorporator. Thereafter the election of the Directors shall be as provided in the Bylaws of the Corporation.

V.
POWERS AND LIMITATIONS

To accomplish the foregoing objectives and purposes, and for no other purpose, the Corporation shall have powers granted by (Section 617.0302, Florida Statutes), as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

A. To solicit, accept, and collect pledges, donations, contributions, and gifts in cash or in property, and to take and to hold, by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount, except such limitation, if any, as may be imposed by law; to sell, convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the Corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, or any of them (but for no other purposes), and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument under which the property is received, including the expenditure of principal, as well as income, for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

B. To create and control other corporations, limited liability companies, limited partnerships, limited liability partnerships, or organizations deemed advisable to best accomplish the purposes of this Corporation.

C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of corporations, partnerships, or other business organizations.

D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of corporations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner or become a member of any limited liability company.

E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.

F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in

the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.

G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes hereinabove enumerated and except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation.

(2) Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

(3) The Corporation is not formed for profit, but shall be operated exclusively as a historical society for educational, preservation, and scholarly purposes.

(4) Any income received by the Corporation shall be applied only to the nonprofit purposes and objectives of the Corporation set forth herein and no part thereof during membership or upon termination of membership shall inure to the benefit of any private member or individual.

(5) 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 of 1986, as amended or the corresponding provisions of any subsequent federal tax laws.

(6) The Corporation shall at no time participate in or intervene in any way, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

None of the officers or Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other officer or Director or predecessor officer or Director.

The Directors shall have all the powers, except as herein limited, as provided by common law and by the State of Florida and such other states as the Corporation may function in, including the advancement of education as it relates to freedom of the practice of religion and including the power to adopt by-laws to govern the conduct of its business.

VI.
TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

VII.
MEMBERSHIP

The Corporation may, at the discretion of the Board of Directors, include a program for general membership which may be evidenced by a Certificate of Membership which shall contain the statement printed permanently on the face of the certificate that the Corporation is a historical society and a non-profit corporation. The criteria for and terms of membership, if established by the Board of Directors, shall be as set forth in the bylaws of the Corporation.

VIII.
BYLAWS

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or modified by the Board of Directors in the manner provided by such Bylaws.

IX.
REGISTERED OFFICE

The registered office of the Corporation shall be located at 101 East College Avenue, Tallahassee, Florida 32301 and the registered agent shall be Fred F. Harris, Jr.

X.
INDEMNIFICATION

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

No director shall be personally liable to the Corporation or any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director shall be liable by reason that, in addition to any and all other requirements for liability, he:

- (i) shall have breached his duty of loyalty to the Corporation or its members;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation of law; or
- (iv) shall have derived an improper personal benefit.

X.
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, by vote of a majority of the Board of Directors unless otherwise provided in the bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this day of , 2006.

Fred F. Harris, Jr., Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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 Urantia Book Historical Society, Inc.
2. The name and address of the registered agent in office is: Name: Fred F. Harris, Jr.
Address: 101 East College Avenue, Tallahassee, Florida 32301.

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 statute 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.

Name: Fred F. Harris, Jr.
Registered Agent

**BYLAWS
OF
URANTIA BOOK HISTORICAL SOCIETY, INC.**

**ARTICLE I.
NAME AND LOCATION**

The name of the corporation is Urantia Book Historical Society, Inc., a Florida not for profit corporation, hereinafter referred to as the "Corporation". The principal office of the Corporation shall be located at 101 East College Avenue, Tallahassee, Florida, but meetings of members ("Members") of the Corporation, if membership criteria is established by the Board of Directors ("Board"), or the Board of Directors of the Corporation ("Directors") may be held at such places as may be designated by the Board of Directors.

**ARTICLE II.
MEMBERS**

The Corporation may, but is not required to, have Members. Should Membership be established by the Board of Directors, criteria for and terms of Membership shall also be determined by resolution of the Board of Directors.

**ARTICLE III.
MEETING OF MEMBERS**

Section 1. Annual Meetings. If the Board establishes Membership and criteria for Membership, then each regular annual meeting of the Members shall be held on such date as established by the Board of Directors. If the Board of Directors fails to call a Member's meeting within twelve (12) months of the next prior meeting, the Members may call such meeting in the same manner as calling a special meeting as provided in Section 2 herein.

Section 2. Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board of Directors, or upon written request, delivered to the Chairman of the Board of Directors, of by a minimum of one-fourth (1/4) of the Members.

Section 3. Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary of the Corporation or person authorized to call the meeting by mail, telephone, email or in person at least thirty (30) days before such meeting to each Member entitled to vote thereat, to the Member's address phone number, or email address last appearing on the books of the Corporation or supplied by such Member to the Corporation for the purpose of notice. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

Section 4. Quorum. The presence of the Members at the meeting, including duly executed and delivered proxies, shall constitute a quorum for any action except as otherwise

provided in Articles of Incorporation or these Bylaws. If however, such quorum shall not be present or represented at any meeting, the Members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

Section 5. Proxies. At all meetings of Members, each Member may vote in person or by proxy. All proxies shall be in writing and filed with the Secretary of the Corporation. Every proxy shall be revocable and shall automatically cease upon revocation by the Member by notice thereof to the Secretary of the Corporation, termination of Membership of the holder or the grantor of the proxy, or after the expiration of twelve months from the date filed with the Secretary of the Corporation, unless reserved.

ARTICLE IV.

BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

Section 1. Number; Initial Board. The affairs of this Corporation shall be managed by a Board of not less than three (3) nor more than twenty four (24) Directors, who need not be Members of the Corporation. The initial board members shall be Victoria Clark, John Callahan, Scott Forsythe, Donald Green, Sioux Harvey, Larry Watkins, Dana Kersey, Mark Kulieke, Barbara Newsom, Maggie Pyle, Ken Raveill, and Josh Snider.

Section 2. Term of Office. The Directors shall serve for a term of three (3) years, except that the initial Directors shall have staggered terms as determined by resolution of the Board. No Director may serve for more than two consecutive terms without a unanimous consent of the remaining Directors and, upon unanimous consent, the maximum number of consecutive terms shall be three. Unless a Membership program is established which modifies the procedure for selecting a Board of Directors, the remaining Board members shall select individuals to fill vacant or expired Board seats and that selection, except as provided above, will be by majority of those in attendance at a Board meeting where a quorum is present and the election of Board members is noticed.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by an vote of an absolute majority of the Members of the Corporation (is such powers are granted to Members in the establishment of the Membership plan by the Board) or by an absolute majority of the Board of Directors (excluding the Board member whose continued membership to the Board is being voted on) attending a Board meeting where notice of the vote to remove a Director is provided. In the event of death, resignation, or removal of a Director, his or her successor, if a successor is desired by the Board, shall be selected by the remaining members of the Board and shall serve for the unexpired term of his or her predecessor. Failure to attend three consecutive Board meetings shall result in automatic removal from the Board.

Section 4. Compensation. No Director shall receive compensation for any service he or she may render to the Corporation as Director. However, any Director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

Section 5. Action Taken Without a Meeting. The Directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of the number of Directors necessary to pass the resolution should a meeting have been held in person. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V.
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Nomination. When Membership is established by the Board and so long as the Board so authorizes Members to elect Directors, nomination for election to the Board of Directors shall be made at the annual meeting of the Members or such special meeting duly called. Prior to the establishment of Membership criteria, the initial Board of Directors shall serve until their resignation, removal, or their terms expire and additional or replacement members of the Board of Directors shall be elected by an absolute majority of the Board of Directors.

Section 2. Election. Election to the Board of Directors may be by secret written ballot.

ARTICLE VI.
MEETINGS OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors shall be held the annually without notice, at such place as the meetings are normally held or at such other place and hour as may be fixed from time to time by resolution of the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be held when called by the Chairman of the Board of Directors or by any two Directors of the Corporation after not less than five (5) business days notice to each Director.

Section 3. Quorum. The members present at the meeting of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Members of the Board of Directors may attend a Board meeting by telephone if a telephone is available at the meeting place.

ARTICLE VII.
POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall have power to:

(a) Exercise for the Corporation all powers, duties, and authority vested in the Corporation, including those powers recognized by law.

(b) Appoint officers of the Corporation, employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. It shall be the duty of the Board of Directors to:

(a) Cause to be kept a complete record of all its acts and corporate affairs.

(b) Supervise all officers, agents, and employees of the Corporation, and to see that their duties are properly performed;

(c) Perform those duties as required by law.

ARTICLE VIII. OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Offices. The officers of this Corporation shall be a president, a vice president, a Secretary, and a treasurer, and such other officers as the Board may, from time to time, by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the Members.

Section 3. Term. The officers of this Corporation shall be elected annually by the Board and each shall hold office for one (1) year unless he shall sooner resign, or shall be removed, or otherwise become disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by a majority vote of the Board. Any officer may resign at any time, giving written notice to the Board, the president, and the Secretary. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 7. Multiple Offices. The offices of Secretary and treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

(a) **President**: The President shall preside at all meetings of the Board of Directors and officers; shall see that orders and resolutions of the Board are carried out; shall operate the day to day business of the Corporation; and shall perform such other duties required by the Board.

(b) **Vice-President**: The Vice-President shall act in the absence of the President, and shall perform such other duties required by the Board.

(c) **Secretary**: The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Corporation, together with their addresses; and shall perform such other duties required by the Board.

(d) **Treasurer**: The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Corporation and shall disburse such funds as directed by resolution of the Board of Directors or in the ordinary course of the business; shall sign all promissory notes of the Corporation, along with the President; keep proper books of account; cause an annual audit of the Corporation books to be made by a public accountant at the completion of each fiscal year; and shall prepare an annual budget and a statement of income and expenditures to be presented to the Members at its regular annual meeting, and deliver a copy of each to the Members.

ARTICLE IX. BOOKS AND RECORDS

The books, records, and papers of the Corporation shall at all times, during reasonable business hours, be subject to inspection by any Member. The Articles of Incorporation and the Bylaws of the Corporation shall be available for inspection by any Member at the principal office of the Corporation, where copies may be purchased at reasonable cost.

ARTICLE X. CORPORATE SEAL

The Corporation shall have a seal in circular form, having within its circumference the words "Urantia Book Historical Society, Inc., a Florida corporation not for profit."

ARTICLE XI. AMENDMENTS

Section 1. These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of a quorum of Members present in person or by proxy. Prior to the establishment of criteria for Members, these Bylaws may be amended by a majority vote of the Board of Directors.

Section 2. In the case of any conflict between the Articles of Incorporation and these Bylaws, the Articles shall control.

ARTICLE XII.
MISCELLANEOUS

Section 1. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

Section 2. As used herein, the masculine shall include the feminine and the plural shall include the singular, unless the text of the language clearly indicates a contrary intent.