

SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

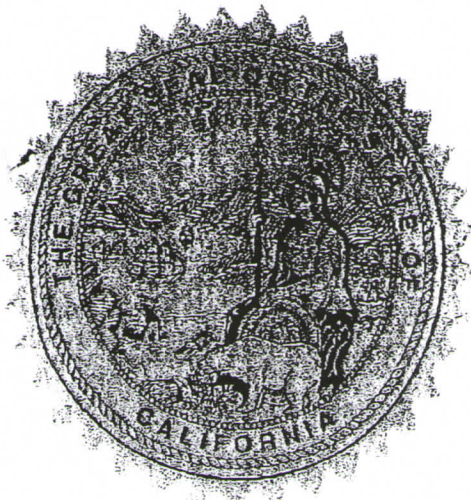
That the attached transcript of 12 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 1 3 2002

Bill Jones

Secretary of State



432091

FILED

ARTICLES OF INCORPORATION In the office of the Secretary of State of the State of California

OF

MAY 2 1962

Universal Life Church
(Name of Church)

Modesto
(City)

FRANK M. JORDAN, Secretary of State, Calif.
By James F. Young
Deputy

KNOW ALL MEN BY THESE PRESENTS:

That the Universal Life Church of Modesto, California, a voluntary association and members of said church have voluntarily associated themselves for the purpose of forming a corporation under the laws of the State of California:

AND WE DO HEREBY CERTIFY

FIRST:

That the name of this corporation is:

Universal Life Church of Modesto, California

SECOND:

That the purposes for which this corporation is formed are as follows:

To cultivate, promote, promulgate and extend the teachings and precepts of the Christian religion in all lawful ways consistent with the principles, creed, precepts, practice and discipline of the Life denomination, and conduct and maintain a Christian Church in accordance with said principles, creed, practices, precepts and discipline of said denomination.

This requirement shall not be deemed to preclude a statement of general purposes or powers or to restrict the right of the corporation to engage in other lawful activity. (Subdivision b).

To purchase, receive, take, acquire, hold, sell, convey, or otherwise dispose of property, whether by real, personal or mixed.

To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and to otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

To act as trustee under any trust incidental to the principal object of the corporation, and to receive, hold, administer, and expend funds and property subject to such trust.

To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.

To borrow money, contract debts, and issue bonds, notes and debentures, and secure same.

To contract and to be contracted with.

To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation.

Restriction of right to amend articles

MS

To sue and be sued.

That the corporation is organized pursuant to the General Nonprofit Corporation Law or pursuant to Part 1 of Division 2 of Title 1 of the Corporation Code. (~~Subdivision 6~~).

That this corporation is a corporation which does not contemplate pecuniary gain of profit to the members thereof.

THIRD:

That the County of Stanislaus, in the State of California, is the county where the principal office for the transaction of business for this corporation is to be located.

FOURTH:

That the names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors, and who shall be given the title of trustees, are:

NAME:	ADDRESS:
<u>Kirk J. Hensley</u> Pastor	<u>1766 Poland Rd. Modesto</u>
<u>Lida G. Hensley</u> Clerk	<u>Rt. 4, 1766 Poland Rd. "</u>
<u>Harold W. Legerton</u>	<u>643 Empire Ave. "</u>
<u>Quentin A. Gardner</u>	<u>Rt 4 Box 1712 Diamond "</u>
<u>Ernest E. Trueman</u>	<u>1825 Poland Rd. "</u>

FIFTH:

That the Members of said Corporation are and shall be the members of said Universal Life Church of Modesto, California a voluntary association, and as old members may hereafter retire or be expelled, and as new members may be admitted in accordance with the by-laws to be adopted by this corporation: that there are no classes of members of this corporation.

SIXTH:

That the name of the unincorporated association which is being incorporated is the Universal Life Church of Modesto California

<u>Kirk J. Hensley</u>	Pastor
<u>Lida G. Hensley</u>	Clerk

Page 3.

STATE OF CALIFORNIA)
(
COUNTY OF STANISLAUS)

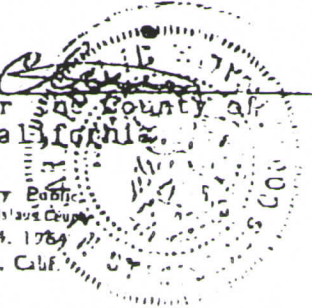
On this 1 day of May in the year of one thousand nine hundred and sixty two, before me, James Louis Clure, a Notary Public in and for the County of Stanislaus, State of California, residing therein, duly commissioned and sworn, personally appeared MIRAY J. HENSLEY

AND MRS. LIDIA G. HENSLEY
known to me to be the persons whose names are subscribed to the within instrument and acknowledge to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the County of Stanislaus, the day and year in this certificate first above written.

James Louis Clure
Notary Public in and for the County of
Stanislaus, State of California.

JAMES LOUIS CLURE, Notary Public
State of California - Principal Office, Stanislaus County
My Commission Expires Aug. 24, 1964
135 West Hatch Road, Modesto, Calif.



Kirby J. Hensley and Lida G. Hensley
STATE OF CALIFORNIA)
(SS
COUNTY OF STANISLAUS)

KIRBY J. HENSLEY and MRS. LIDA G. HENSLEY
Being first duly sworn, each for himself, or herself, and not for one another,
says: that the affiant KIRBY J. HENSLEY is the pastor and presiding
officer of the Universal Life Church of Modesto, California,
a voluntary unincorporated association; that by the constitution of said voluntary
association, the pastor of said church, To-wit: the Universal Life Church
of Modesto, California, is the presiding officer at all meetings of the
members of said voluntary association:

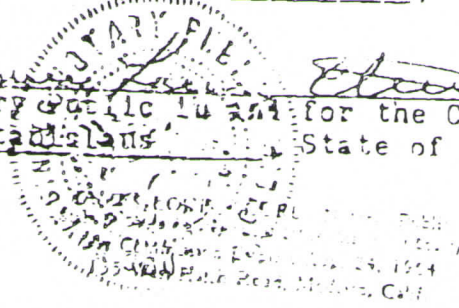
That the affiant MRS. LIDA G. HENSLEY is the clerk of said
Universal Life Church of Modesto, California, and by the consti-
tution of the said Universal Life Church of Modesto, California, acts as
secretary at all meetings of the members of the said church and voluntary
association; that on the 1st day of May, 1962, the members of the
said Universal Life Church of Modesto, California, at a regular meeting
of such members, duly and regularly called, assembled and held in accordance with
the constitution of the said church and its voluntary association, adopted a
resolution to incorporate said voluntary association and church and to associate
together the members thereof into, and for a corporation, not for profit, under
the laws of and in accordance with the laws of the State of California relating
to non-profit corporations:

That pursuant to and in accordance with said resolution so adopted as
aforesaid and to carry out the same these affiants and each of them have executed
and acknowledged as presiding officer and clerk respectively of the said volun-
tary association, the Universal Life Church of Modesto, California, the
attached Articles of Incorporation.

Kirby J. Hensley Pastor.
Lida G. Hensley Clerk.

Subscribed and sworn to before me
this 1 day of May, 1962

James L. [Signature]
Notary Public in and for the County
of Stanislaus, State of California



ALAN CRANSTON, CHAIRMAN
STATE COMPTROLLER
HALE CHAMPION, VICE-CHAIRMAN
DIRECTOR OF FINANCE
GEORGE R. REILLY
CHAIRMAN BOARD OF EQUALIZATION



JOHN J. CAMPBELL
EXECUTIVE OFFICER
1025 P STREET
SACRAMENTO 14

State of California
Franchise Tax Board
May 2, 1962

Universal Life Church of Modesto,
California
Route 4, 1766 Poland Road
Modesto, California

Re: Exemption from Franchise Tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701d of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a church.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. You are required to report any such changes immediately so that their effect on your exempt status may be determined.

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by Sections 17214, 17215, 17216 and 24357 of the Revenue and Taxation Code.

If your organization is not yet incorporated and has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within thirty days.

Very truly yours,

FRANCHISE TAX BOARD
John J. Campbell
Executive Officer

By *James T. Philbin*
James T. Philbin
Associate Tax Counsel

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FILED
In the Office of the Secretary of State
of the State of California

NOV 16 1966

FRANK M. NEWMAN, Secretary of State

By: [Signature]
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Kirby J. Hensley and Lica J. Hensley certify:

1. That they are the president and the secretary, respectively, of the Universal Life Church of Modesto, California.
2. That at a meeting of the Board of Directors of said corporation, duly held at Modesto, California, on October 19, 1966, the following resolution was adopted:

RESOLVED, that so much of Article SECOND as now reads, "That the purposes for which this corporation is formed are as follows: " is hereby amended to read in full as follows: "The primary purposes of this corporation are:"

FURTHER RESOLVED, that so much of Article SECOND as now reads, "The requirements shall not be deemed to preclude a statement of general purposes or powers or to restrict the right of the corporation to engage in other lawful activity, " is hereby amended to read in full as follows: "The general purposes and powers are as follows:"

FURTHER RESOLVED, that Article THIRD of the Articles of Incorporation is hereby amended to read in full as follows: "This corporation is organized pursuant to the General Non-profit Corporation Law."

FURTHER RESOLVED, that Article FOURTH of the Articles of Incorporation is hereby amended to read in full as follows: "No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers, or other private persons, 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 purposes set forth above."

"This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable, religious and/or scientific purposes, and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which Attorney General or by any person concerned in the liquidation."

"No substantial part of the activities of this corporation shall consist of attempting to influence legislation: nor shall it in any manner or to any extent participate in political campaign on behalf of any candidate for public office."

FURTHER RESOLVED, that Articles Third, Fourth, Fifth, and Sixth of the Articles of Incorporation are hereby renumbered as Articles FIFTH, SIXTH, SEVENTH, and EIGHTH respectively.

3. That at a meeting of the members of said corporation, duly held at Modesto, California, on November 19, 1966, a resolution was adopted, and the wording of the amended article as set

4. That the number of members who voted affirmatively for the adoption of said resolution is 16, and that the numbers of members constituting a quorum is 16.

Kirby J. Hensley
Kirby J. Hensley, President

Lida G. Hensley
Lida G. Hensley, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Madison, California, on November 13, 1966.

Kirby J. Hensley
Kirby J. Hensley, President

Lida G. Hensley
Lida G. Hensley, Secretary

Note: If the members acted by way of written consent, instead of vote, then Paragraphs 3 and 4 should be revised accordingly.

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A70023

Form 6 (c/a--nonprofit corporation, action by directors and vote of members having equal voting power--Secs. 3632, 3672)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

Kirby James Hensley and Lida G. Hensley certify:

1. That they are the president and the secretary, respectively, of Universal Life Church of Modesto, California, a California Corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Modesto, California, on August 14, 1968, the following resolution was adopted:

"RESOLVED: That Article II of the Articles of Incorporation of this corporation be amended to: ADD thereto: 'Notwithstanding any statement of general purposes or powers aforesaid, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary purposes set forth in the second paragraph of this Article Second.'"

3. That the members have adopted said amendment by resolution at a meeting held at Modesto, California, on August 18, 1968. That the wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 31, and that the number of members constituting a quorum is 16.

Kirby J. Hensley
Kirby J. Hensley, President

Lida G. Hensley
Lida G. Hensley, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Modesto, California on August 18, 1968.

FILED

In the office of the Secretary of State
of the State of California

AUG 19 1968
FRANK M. JORDAN, Secretary of State

Kirby J. Hensley
Kirby J. Hensley, President

Lida G. Hensley
Lida G. Hensley, Secretary

FILED

432091 193533

In the office of the Secretary of State
of the State of California

Na chg to: UNIVERSAL LIFE CHURCH, INC.

MAR 4 1970

CERTIFICATE OF AMENDMENT

FRANK M. JORDAN, Secretary of State

By *[Signature]*

KIRBY J. HENSLEY and LIDA G. HENSLEY certify:

1. That they are the president and the secretary, respectively, of the Universal Life Church of Modesto, California, a California corporation.

2. That at a meeting of the board of directors of said corporation duly held at Modesto, California, on January 24, 1970, the following resolutions were adopted:

RESOLVED: That the Articles of Incorporation of this corporation be amended to read as set forth in Exhibit "A" attached hereto and incorporated by reference as if set forth in full herein.

3. That the members have adopted said amendments by resolutions at a meeting held at Modesto, California on January 24, 1970. That the wording of the amended articles, as set forth in the members' resolutions, is the same as that set forth in the directors' resolutions in Paragraph 2 above.

4. That the number of voting members who voted affirmatively for the adoption of said resolutions is five (5), and that the number of voting members constituting a quorum is three (3).

[Signature] President
KIRBY J. HENSLEY

[Signature] Secretary
LIDA G. HENSLEY

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Modesto, California, on February 19, 1970.

[Signature]
KIRBY J. HENSLEY

[Signature]
LIDA G. HENSLEY

ARTICLES OF INCORPORATION

OF

UNIVERSAL LIFE CHURCH, INC.

Universal Life Church of Modesto, California, a voluntary association and members of said church have voluntarily associated themselves for the purpose of forming a corporation under the laws of the State of California. AND WE DO HEREBY CERTIFY:

FIRST: The name of the Corporation shall be
UNIVERSAL LIFE CHURCH, INC.

SECOND: The name of the unincorporated association which is being incorporated is the Universal Life Church of Modesto, California.

THIRD: The purposes for which this Corporation is formed are:

(a) The specific and primary purposes are to cultivate, promote, present, and extend the teachings and precepts of the Universal Life Church. These religious purposes encompass the philosophy of universal religious humanism instituted by Rev. Elmer A. Hunsley, and will be carried on by his successors. The Universal Life Church doctrine holds that each individual has the right to interpret God according to his own theory or concept. People of all religious beliefs can belong to the Universal Life Church, for the underlying principle that will unite all people of all races, religions and nations is the universal idea of peace and prosperity.

(b) The general purposes and powers are:

- (1) To sue and be sued.
- (2) To make contracts.
- (3) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations.
- (4) To act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer and expend funds and property subject to such trust.
- (5) To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of property, real or personal.
- (6) To borrow money, contract debts, and issue bonds.

EXHIBIT "A"

notes, and debentures, and secure the payment or performance of its obligations.

- (7) To do all acts necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, including, e.g, the establishment of schools, seminars, youth centers, etc., oriented to the Universal Life Church principles, centers for the aged open to all races, creeds and religions.
- (8) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.
- (9) No substantial part of the activity of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

FOURTH: This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

FIFTH: The county in the State of California where the principal office for the transaction of the activities of this corporation is located is Stanislaus County.

SIXTH: The general management of the affairs of this corporation shall be under the control, supervision and direction of the Board of Directors. The names and addresses of persons who are to act in the capacity of directors until the selection of their successors are:

NAME:

ADDRESS:

Rev. Kirby J. Hensley	Pastor	1766 Poland Road, Modesto, Cal.
Lida G. Hensley	Church clerk	1766 Poland Road, Modesto, Cal.
Howard W. Logsdon		643 Empire Ave., Modesto, Cal.
Auddie E. Garner		Rt. 4, Box 1712 Vivian Rd. Modesto, Cal.
Eugene E. Teague		1825 Poland Road, Modesto, Cal.

SEVENTH: Qualifications of members of the corporation, the different classes of membership, the voting and other rights, and the privileges of members shall be as set forth in the Bylaws.

EIGHTH: The property of this corporation is irrevocably dedicated to religious purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment of, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

NINTH: This corporation reserves the right to amend these articles of Incorporation; however, Articles Three and Eight may only be amended in a manner that will not affect the corporation's right to an exemption from tax.

