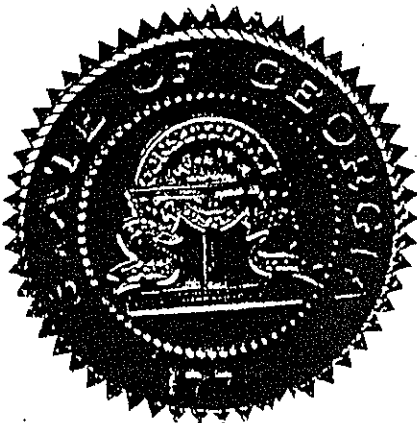


OFFICE OF SECRETARY OF STATE

I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

"ASSOCIATION OF UNITY CHURCHES, INC."

was on the 2nd day of April, 1964,
duly incorporated under the laws of the State of Georgia by the Superior Court of
DeKalb County for a period of thirty-five years
from said date, in accordance with the certified copy hereto attached, and that a certified copy
of the charter of said corporation has been duly filed in the office of the Secretary of State and
the fees therefor paid, as provided by law.



IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of office, at the Capitol, in the City of
Atlanta, this 2nd day of April in the year
of our Lord One Thousand Nine Hundred and Sixty
Four: and of the Independence of the United States
of America the One Hundred and Eighty-Eighth.

Ben M. Fortson, Jr.
SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

STATE OF GEORGIA)
COUNTY OF DEKALB)

TO THE SUPERIOR COURT OF SAID COUNTY:

The petition of REV. THOMAS I. COATES, 1215 Ponce de Leon Avenue, N.E., Atlanta, Georgia, HARRY M. LORBACH, 1789 Peachtree Street, N.E., Atlanta, Georgia, and HARRY V. LAMON, JR., 600 First National Bank Building, Atlanta, Georgia, respectfully shows:

1.

Petitioners desire for themselves, their associates, successors and assigns to be incorporated as a non-profit corporation without capital stock under the name of

ASSOCIATION OF UNITY CHURCHES, INC.

2.

Said corporation is not organized and shall not be operated for pecuniary gain or profit.

3.

Said corporation is organized exclusively for religious purposes and its object is to improve, develop, and strengthen the Unity Movement through development of Unity Churches, Unity School Expansion Programs, the Unity Ministers Association, Silent Unity, College oriented training programs in connection with the Unity School of Christianity at Lee's Summit, Missouri, Printing services, radio and educational media and any other activities or programs which in the opinion of the Board of Trustees would result in a strong world-wide movement devoted to the spread of practical Christianity and the development of strong and vital Unity Students, Unity Ministers and Unity Churches. Without limiting the generality of the foregoing, the corporation shall have all powers and authority generally conferred on non-profit organizations under the laws of the State of Georgia not inconsistent with the purposes

set out above.

4.

The following persons shall constitute the initial Board of Trustees of the corporation:

Reverend Eric Butterworth
Unity of New York
143 W. 51st Street
New York 19, New York

Reverend Kenneth Tiffany
Unity Church
2803 Highland Avenue
Birmingham 5, Alabama

Reverend Hal Rosencrans
Unity of Palm Beaches
1957 S. Flagler Drive
West Palm Beach, Florida

Reverend Thomas I. Coates
Unity Church of Christianity
1215 Ponce de Leon Ave., N.E.
Atlanta, Georgia

Reverend Wendell Mixson
Unity of San Diego
First Avenue at Thorn St.
San Diego, California

Reverend William W. Helmbold
Unity Church of Santa Barbara
227 East Arrellaga St.
Santa Barbara, California

Reverend Dale C. Newsum
Unity of Vancouver
1605 W. 12th Avenue
Vancouver, B. C., Canada

Reverend William W. Aull
Christ Unity Church
112 San Pedro, S.E.
Albuquerque, New Mexico

Reverend Charles Neal
Detroit Unity Association
17505 Second Boulevard
Detroit, Michigan

Reverend Ann Sandefer
Unity Center of Christianity
601 13th Street, N.W.
Washington, D. C.

Reverend Jack Kern
Unity Christ Church
Skinker & Forsyth Streets
St. Louis, Missouri

Reverend Robert Wallet
Unity Church of Christianity
2825 Hillcroft Street
Houston, Texas

The initial Board of Trustees shall hold office as provided in the By-laws of the corporation or until the election of their respective successors in office.

5.

This corporation shall have the power to receive by purchase, gift, devise, bequest or otherwise, either from its members or others, real or personal property of any nature; to hold, use, improve, operate, manage, lease, sell, convey, pledge, mortgage, invest or dispose of any such property; to borrow money for the improvement of any such property; and to mortgage any such property to secure any such debts so incurred.

All net income from any such property and all the proceeds from any such disposition thereof, and all net earnings and income from the corporation shall be used exclusively for the promotion of its religious purposes. The corporation may do and perform generally and anywhere any and all acts reasonably incidental to its purposes herein set forth. No part of the property, net earnings or net income of this corporation shall ever inure to the benefit of or be distributable to its Members, Trustees, officers or other private parties, 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 the purposes set forth in Article 3, hereof. No substantial part 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provision in this charter, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

6.

The affairs of the corporation shall be vested in a Board of Trustees, the composition of which, except for the initial Board of Trustees, who are named herein, shall be as provided in the By-Laws of the corporation. The Board of Trustees shall have the right to exercise

all of the corporate powers of the corporation, including the right to adopt, alter, and amend the charter and By-Laws for the corporation and to provide such other rules and regulations as such Board of Trustees may deem proper to govern and control the affairs of the corporation. The Board of Trustees may, as provided in the By-Laws, delegate any or all of its authority to an Executive Committee, or such other committees, or to such of its officers or to such other persons or organizations as the By-Laws may from time to time provide.

7.

The original membership of the corporation and voting rights of the Members shall be as provided in the By-Laws of this corporation.

8.

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes 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 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9.

The corporation shall exist for thirty-five (35) years from its incorporation and shall have the privilege of renewing its charter

The principal office of the corporation shall be in DeKalb County, Georgia, but with the right to establish offices, and conduct its operations and hold meetings of its Members and Board of Trustees in other places within or without the State of Georgia, as the Board of Trustees of the corporation may from time to time determine.

WHEREFORE, petitioners pray that they be incorporated under the name and style above set out, with the powers and privileges above specified, and all other rights, powers, privileges and exemptions provided by the laws of the State of Georgia for similar corporations.

HANSELL, POST, BRANDON & DORSEY

By: Harry V. Ramon, Jr.

Harry V. Ramon, Jr.
Attorneys for Petitioners

Sixth Floor
First National Bank Building
Atlanta 3, Georgia
522-3558

IN RE: ASSOCIATION OF UNITY CHURCHES, INC.

The foregoing petition of HARRY M. LORBACH, REV. THOMAS I. COATES, and HARRY V. LAMON, JR. to be incorporated under the name of ASSOCIATION OF UNITY CHURCHES, INC.

has been read and considered. It appears that said petition is within the purview and intent of the laws of the State of Georgia applicable thereto. It further appears from the certificate of the Secretary of State of Georgia that the name of this corporation is not the name of any other existing corporation.

WHEREUPON, it is ORDERED, ADJUDGED and DECREED that all of the prayers of said petition be and they are hereby granted and said applicants, ~~their associates, successors and assigns, are hereby~~ incorporated for the period of thirty-five (35) years with the right to renew this charter and made a body politic under the name and style of

ASSOCIATION OF UNITY CHURCHES, INC.

without capital stock, but with the rights, powers and purposes as specified by the foregoing application for a charter and with such additional rights, powers, privileges and immunities as are now or hereafter allowed to corporations of like character under the Statutes of the State of Georgia.

This 2 day of April, 1964.

Filed in Office this the _____, 1964

Frank L. Queen
JUDGE, S.C.B.M.J.C.

Filed in Office this 2 day of April 19 64.

Ben B. Burgess, Clerk

GEORGIA, DEKALB COUNTY:

I, Ben B. Burgess, Clerk Superior Court in and for said County, here by certify that the foregoing is a true and correct copy of Petition of "ASSOCIATION OF UNITY CHURCHES, INC.", for Charter, and Order of Court granting same, as appears of file in this office, and that all costs in said proceedings have been paid.

Witness my hand and seal of said Court, this 2nd day of April, 19 64.



Ben B. Burgess

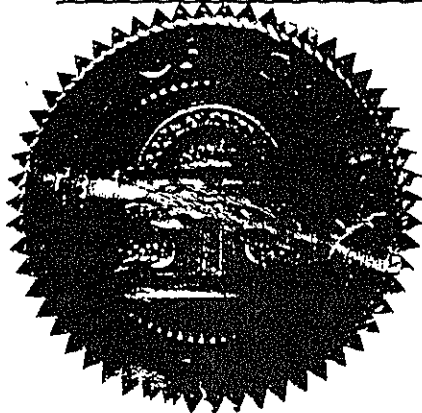
Clerk Superior Court,
DeKalb County, Ga.



OFFICE OF SECRETARY OF STATE

I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify, that

the charter of ASSOCIATION OF UNITY CHURCHES, INC. was on the 22nd day of July, 1966, duly amended under the laws of the State of Georgia by the Superior Court of DeKalb County, in accordance with the certified copy hereto attached and that a certified copy of the amendment has been duly filed in the office of the Secretary of State and the fees therefor paid, as prescribed by law.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 25th day of July, in the year of our Lord One Thousand Nine Hundred and Sixty Six and of the Independence of the United States of America the One Hundred and Ninet-first.

Ben M. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

STATE OF GEORGIA

COUNTY OF DEKALB

TO THE SUPERIOR COURT OF SAID COUNTY:

The Petition of Association of Unity Churches, Inc., hereinafter called the "Association", shows the following facts:

1.

The principal Office of said Association is located in said County and said Corporation was incorporated by Order of this honorable Court on the 2nd day of April, 1964.

2.

This Petition is brought to amend the Charter of said Association in the particulars hereinafter set out, this proposed amendment having been favorably voted for and consented to by all of the members of the Board of Trustees of said Association at a special meeting of the Board of Trustees called for the purpose, as shown by the Certificate of the Secretary of said Association which is attached hereto as "Exhibit A" and made a part hereof.

3.

The particulars in which the said Charter is hereby sought to be amended are as follows:

A. The Charter of the Association is hereby amended in Article 5, line 7 by inserting after the word "incurred" the following sentence:

"The Member Churches of this Association shall bear no legal liability for any of

the business activities or conduct, or the operations of the Association, nor shall the Association have the authority now, or at any time, to attach monies or properties or physical assets or to tax or cause to be taxed, assess or cause to be assessed, the Member Churches in any way."

So that Article 5 as amended shall read as follows:

"ARTICLE 5

"This corporation shall have the power to receive by purchase, gift, devise, bequest or otherwise, either from its members or others, real or personal property of any nature; to hold, use, improve, operate, manage, lease, sell, convey, pledge, mortgage, invest or dispose of any such property; to borrow money for the improvement of any such property; and to mortgage any such property to secure any such debts so incurred. The Member Churches of this Association shall bear no legal liability for any of the business activities or conduct, or the operations of the Association, nor shall the Association have the authority now, or at any time, to attach monies or properties or physical assets or to tax or cause to be taxed, assess or cause to be assessed, the Member Churches in any way. All net income from any such property and all the proceeds from any such disposition thereof, and all net earnings

and income from the corporation shall be used exclusively for the promotion of its religious purposes. The corporation may do and perform generally and anywhere any and all acts reasonably incidental to its purposes herein set forth. No part of the property, net earnings or net income of this corporation shall ever inure to the benefit of or be distributable to its Members, Trustees, Officers or other private parties, 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 the purposes set forth in Article 3 hereof. No substantial part 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 publishing or distribution of statements) any political campaign on behalf of any political candidate or any other activities not permitted to be carried on:

"(a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or

"(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law)."

B. The Charter of the Association is also amended by deleting the second sentence of Article 6 thereof and inserting in lieu thereof a new second sentence of Article 6 which shall provide as follows:

"The Board of Trustees shall have the right to exercise all of the corporate powers of the corporation except that the right to adopt, alter, and amend the Charter and By-laws of the corporation shall remain with the Membership. The Board of Trustees may provide such other rules and regulations as such Board of Trustees may deem proper to govern and control the affairs of the corporation."

So that Article 6 as amended shall read as follows:

"ARTICLE 6

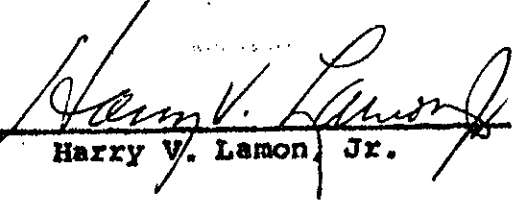
"The affairs of the corporation shall be vested in a Board of Trustees, the composition of which, except for the initial Board of Trustees, who are named herein, shall be as provided in the By-laws of the corporation. The Board of Trustees shall have the right to exercise all of the corporate powers of the corporation except that the right to adopt, alter, and amend the Charter and By-laws of the corporation shall remain with the Membership. The Board of Trustees may provide such other rules and regulations as such Board of Trustees may deem proper to govern and control the affairs of the corporation. The Board of Trustees may, as provided in the By-laws, delegate any or all of its authority to an Executive Committee, or such other committees, or to such of its officers

or to such other persons or organizations as
the By-laws may from time to time provide."

WHEREFORE, Petitioner prays that the Charter of said
Association be amended as hereinabove set out in accordance with
the laws of the State of Georgia for such purposes.

HANSELL, POST, BRANDON & DORSEY

By:


Harry V. Lamon, Jr.

600 First National Bank Building
Atlanta, Georgia 30303
522-3558

CERTIFIED COPY OF RESOLUTION

I, Robert P. Sikking, do hereby certify that I am Executive Director of the Association of Unity Churches, Inc., and that at a Special Meeting of the Board of Trustees of said Corporation held on June 22, 1966 at Lee's Summit, Missouri, in accordance with notice which was given to each of the Trustees thirty (30) days prior to said Meeting and in accordance with the By-laws of the Association, at which a quorum was present, the following Resolutions were unanimously adopted and have not been subsequently modified or rescinded:

"RESOLVED, that the Charter of the Association be amended in Article 5, line 7, by inserting after the word 'incurred' the following sentence:

'The Member Churches of this Association shall bear no legal liability for any of the business activities or conduct, or the operations of the Association, nor shall the Association have the authority now, or at any time, to attach monies or properties or physical assets or to tax or cause to be taxed, assess or cause to be assessed, the Member Churches in any way.'

So that Article 5 as amended shall read as follows:

'ARTICLE 5

'This corporation shall have the power to receive by purchase, gift, devise, bequest or otherwise, either from its members or others, real or personal property of any nature; to hold, use, improve, operate, manage, lease, sell, convey, pledge, mortgage, invest or dispose of any such property;

"EXHIBIT A"

to borrow money for the improvement of any such property; and to mortgage any such property to secure any such debts so incurred. The Member Churches of this Association shall bear no legal liability for any of the business activities or conduct, or the operations of the Association, nor shall the Association have the authority now, or at any time, to attach monies or properties or physical assets or to tax or cause to be taxed, assess or cause to be assessed, the Member Churches in any way. All net income from any such property and all the proceeds from any such disposition thereof, and all net earnings and income from the corporation shall be used exclusively for the promotion of its religious purposes. The corporation may do and perform generally and anywhere any and all acts reasonably incidental to its purposes herein set forth. No part of the property, net earnings or net income of this corporation shall ever inure to the benefit of or be distributable to its Members, Trustees, Officers or other private parties, 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 the purposes set forth in Article 3 hereof. No substantial part 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 publishing or distribution of statements) any political campaign on behalf of any political candidate or any other activities not permitted to be carried on:

'(a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law); or

'(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law)'. "

"FURTHER RESOLVED, that the Charter of the Association be amended by deleting the second sentence of Article 6 thereof and inserting in lieu thereof a new second sentence of Article 6 which shall provide as follows:

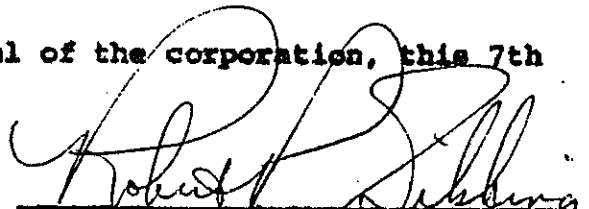
'The Board of Trustees shall have the right to exercise all of the corporate powers of the corporation except that the right to adopt, alter, and amend the Charter and By-laws of the corporation shall remain with the Membership. The Board of Trustees may provide such other rules and regulations as such Board of Trustees may deem proper to govern and control the affairs of the corporation.'

So that Article 6 as amended shall read as follows:

ARTICLE 6

'The affairs of the corporation shall be vested in a Board of Trustees, the composition of which, except for the initial Board of Trustees, who are named herein, shall be as provided in the By-laws of the corporation. The Board of Trustees shall have the right to exercise all of the corporate powers of the corporation except that the right to adopt, alter, and amend the Charter and By-laws of the corporation shall remain with the Membership. The Board of Trustees may provide such other rules and regulations as such Board of Trustees may deem proper to govern and control the affairs of the corporation. The Board of Trustees may, as provided in the By-laws, delegate any or all of its authority to an Executive Committee, or such other committees, or to such of its officers or to such other persons or organizations as the By-laws may from time to time provide'."

IN WITNESS WHEREOF, I, Robert P. Sikking, Executive Director of the Association of Unity Churches, Inc. and hereunto set my hand and the official seal of the corporation, this 7th day of July, 1966.


Executive Director

(CORPORATE SEAL)

IN RE:

SUPERIOR COURT

ASSOCIATION OF UNITY CHURCHES, INC.

DEKALB COUNTY, GEORGIA

O R D E R

The foregoing Petition of Association of Unity Churches, Inc. to amend its Charter in the particulars therein set out has been read and considered. It appearing that said Petition is made in accordance with Chapter 22-18 of the Georgia Code and that all of the requirements of the law provided for in such cases have been fully complied with;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that all of the prayers of said Petition are hereby granted and the Charter of Association of Unity Churches, Inc. is hereby amended in all of the particulars set out in said Petition, This 22 day of July, 1966.

Frank Guess
JSCSMJC

Filed in Office this 22 day of July 19 66

Ben B. Burgess, Clerk

GEORGIA, DEKALB COUNTY:

I, Ben B. Burgess, Clerk Superior Court in and for said County,
here by certify that the foregoing is a true and correct copy
of Petition of "ASSOCIATION OF UNITY CHURCHES, INC.," TO AMEND
~~its~~ its Charter, and Order of Court granting same, as appears of file
in this office, and that all costs in said proceedings have been
paid.

Witness my hand and seal of said Court, this 22 day of
July 66, 1966

Ben B. Burgess
Clerk Superior Court,
DeKalb County, Ga.