

EDUCATIONAL QUALIFICATIONS AND OBJECTIVES

Living Springs Retreat is a nonprofit corporation organized under the laws of Alabama in 2008. The Articles of Incorporation and Certificate of Authority to operate in Alabama are attached.

Living Springs Retreat is a non-profit organization that strives to make a difference in the lives of its neighbors. As a ministry we seek to meet the personal and health needs of those in the surrounding communities. There are many who are suffering from sickness and various ailments. It is our goal to spread health awareness by offering holistic programs such as Detox Wellness Programs, Virtual Wellness Programs, Cooking and Exercise Classes, and Seminars. We also provide health services such as office, phone or video consultations, hydrotherapy sessions, and herbal regimens. We truly believe the body can heal itself and our desire is to encourage others to experience this healing for themselves.

The applicant has the following educational objectives:

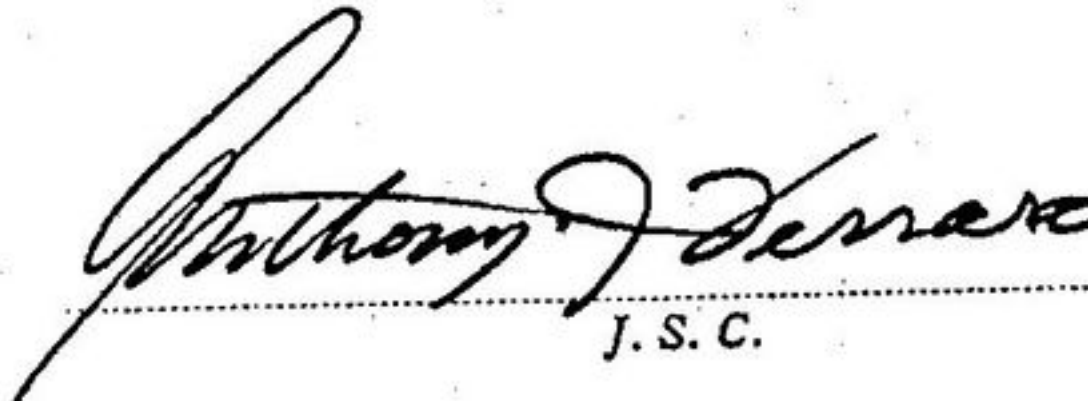
1. To provide religious instruction and moral teaching.
2. To teach parents and children principles for strengthening the home.
3. To help members of the community discover solutions to the personal, social, relational and health problems typical of contemporary times.
4. To provide opportunity for and to promote discussion of all areas of family, contemporary social, religious and personal life issues.
5. To teach the ideals of citizenship, integrity, personal responsibility, moral rectitude and spiritual maturity.
6. To educate others in acquiring an understanding of the function of the body, how to preserve it in good health and how to cooperate with nature in restoring it to a state of wellness by eating healthy, administering hydrotherapy, using herbal preparations as well as utilizing other natural remedies.

To further those educational objectives, Living Springs Retreat proposes to present a variety of programming to inform, entertain, stimulate and educate the audience in the proposed service area. The programming will be directed to listeners of all backgrounds in an effort to instill a sense of harmony and cooperation among all members of the community.

Subject matter covered by programming will include family development, child rearing and education, health information and religion. Programs will be developed and selected so as to be responsive to the needs and interests in the proposed service area.

I, the undersigned Justice of the Supreme Court of the State of New York
Judicial District, do hereby approve the foregoing Certificate of Incorporation of

Dated *APRIL 18, 1980*


J. S. C.

HON. ANTHONY J. FERRARO, JUSTICE

Certificate of Incorporation

of

LIVING SPRINGS RETREAT

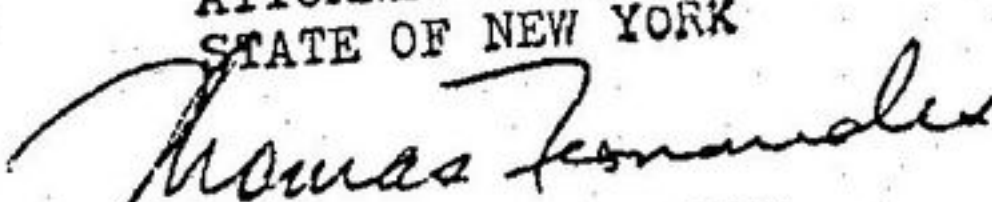
under Section 402 of the Not-for-Profit Corporation Law

Filed By:

Office and Post Office Address

THE UNDERSIGNED HAS NO
OBJECTION TO THE GRANTING
OF JUDICIAL APPROVAL
HEREON AND WAIVES
STATUTORY NOTICE

ROBERT ABRAMS
ATTORNEY GENERAL
STATE OF NEW YORK


THOMAS FERNANDES
Assistant Attorney General

4/18/80

Certificate of Incorporation

of

LIVING SPRINGS RETREAT

under section 402 of the Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) *The name of the corporation is*

LIVING SPRINGS RETREAT

(2) *The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law and is also a religious corporation as defined in subparagraph (5) (b) of section 66 (Definitions) of the General Construction Law.*

(3) *The purpose or purposes for which the corporation is formed are as follows:*

Exclusively for religious purposes as set forth in Section 501 (c) (3) of the Internal Revenue Code, including the diffusion of moral and religious knowledge by means of the support of public worship, the conduct of programs to foster, encourage and promote health maintenance, and the building and maintenance of churches, parsonages, chapels, schools, institutes and such other religious, charitable or educational facilities as may be necessary or proper to the work of this corporation in the United States, or in any foreign country, and to the maintenance of all missionary undertakings, all to carry out the religious purposes of the corporation in keeping with the doctrines of the Seventh-day Adventist Church that the whole man must be ministered to, not only the spiritual but the physical and mental as well.

As a means of accomplishing the foregoing broadly-stated purposes, the corporation shall promote the enlistment of Christian volunteers who desire to devote their lives, not to commercial pursuits, but to unselfish service for God and humanity. The religious doctrines taught shall be those of the Seventh-day Adventist Church.

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Faculty, administrative staff, other personnel, and students are not to be discriminated against by race, color, national and ethnic origin with respects to employment practices, policies, programs and use of facilities.

No part of the net earning of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

See Rider A for continuation of purpose clause .

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in section 202 of the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of New York.

Rider A to Certificate of Incorporation of Living Springs Retreat: Statement of Purposes continued:

The duration of the corporation shall be perpetual unless dissolved sooner according to law. Upon dissolution or liquidation of the corporation, the Board of Trustees, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of the remaining assets of the corporation by delivery to the General Conference Corporation of Seventh-day Adventists or to such other organization organized and operated exclusively for religious purposes as would then qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code as now existing or hereafter amended.

Nothing herein shall authorize the corporation to operate or maintain a nursery school, elementary school or secondary school.

Nothing herein shall authorize the corporation to operate or maintain an institution of higher learning or to grant degrees.

Nothing herein shall authorize the corporation to engage in the practice of the profession of medicine or any other profession required to be licensed by Title VIII of the Education Law.

Nothing herein contained shall authorize the corporation to operate a hospital or to provide hospital services or health-related services or to operate a drug-maintenance program, a certified home health agency, or a health maintenance organization, or to provide a comprehensive health services plan, as defined in and covered by Articles 28, 33, 36 and 44 respectively of the Public Health Law, or to solicit funds or contributions for the formation, establishment, operation or maintenance of any hospital as defined Article 28 of the Public Health Law.

Notwithstanding any other provisions of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization organized and operated exclusively for religious purposes and exempt under Section 501 (c) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by any organization organized and operated exclusively for religious purposes contributions to which are deductible under Section 170 (c) (2) of such Code and regulations as they now exist or as they may hereafter be amended.

There shall be no capital stock or shares.

(4) The corporation shall be a Type B corporation pursuant to section 201 of the Not-for-Profit Corporation Law.*

The names and addresses of the initial directors (trustees) are:

William Paul Dull, Rt. 3, Bryant Pond Road, Putnam Valley, New York 10579

Marcella J. Harrington, Rt. 3, Bryant Pond Road, Putnam Valley, New York 10579

Jon Casselman, Rt. 3, Bryant Pond Road, Putnam Valley, New York 10579

(5) The office of the corporation is to be located in the Town of Putnam Valley County of Putnam State of New York.
(city) (town) (incorporated village)

(6) The territory in which the activities of the corporation are principally to be conducted is

Putnam County, Westchester County, and New York City

(7) The post office address to which the Secretary of State shall mail a copy of any notice required by law is

Route 3, Bryant Pond Road, Putnam Valley, New York 10579

* In the case of Type B and C corporations set forth the names and addresses of the initial directors. Type C corporation must set forth the lawful public or quasi-public objective which each business purpose will achieve.

(8) Approval and consents required by law.

~~† Approvals and consents are required~~

† Prior to delivery to the department of state for filing all approvals and consents required by law will be endorsed upon or annexed to this certificate.

IN WITNESS WHEREOF, the undersigned incorporator, or each of them if there are more than one, being at least eighteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

William Paul Dull

Type name of incorporator

William Paul Dull

Signature

Rt. 3, Bryant Pond Road, Putnam Valley, New York 10579

Address

Jon Casselman

Type name of incorporator

Jon A. Casselman

Signature

Rt. 3, Bryant Pond Road, Putnam Valley, New York 10579

Address

Type name of incorporator

Signature

Address

Dated April 17, 1980
White Plains, New York

ALABAMA STATE CAPITOL
600 DEXTER AVENUE
SUITE S-105
MONTGOMERY, AL 36130



(334) 242-7200
FAX (334) 242-4993

WWW.SOS.ALABAMA.GOV

BETH CHAPMAN
SECRETARY OF STATE

June 18, 2008

Carole McElhaney
Husch Blackwell Sanders LLP
736 Georgia Ave Ste 300
Chattanooga TN 37402

Re: Living Springs Retreat,
a New York Non Profit Corporation

Dear Sir/Madam:

This letter acknowledges receipt of your Application for Certificate of Authority and \$75.00 filing fee. Your authority to transact business in the State of Alabama has been granted as of June 18, 2008.

Enclosed you will find a certified copy of your Application for Certificate of Authority. Please note your Alabama Secretary of State file/account number is 939-512.

If this office may be of further assistance, please contact the Corporations Division at (334) 242-5324. We also invite you to visit our Web site at www.sos.alabama.gov.

Sincerely,

Beth Chapman^{RB}

Beth Chapman
Secretary of State

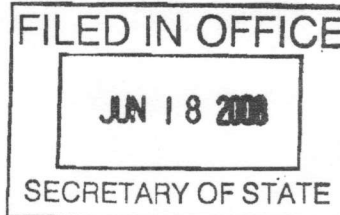
BC/rb

Enclosures

STATE OF ALABAMA

APPLICATION FOR CERTIFICATE OF AUTHORITY
OF A FOREIGN CORPORATION TO TRANSACT BUSINESS IN ALABAMA

TO THE SECRETARY OF STATE OF THE STATE OF ALABAMA,



PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION HEREBY APPLIES FOR A CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN ALABAMA AND, FOR THAT PURPOSE, SUBMITS THE FOLLOWING STATEMENTS.

1. The exact name of the corporation:

LIVING SPRINGS RETREAT

2. If your corporate title does not include "Corporation," "Corp," "Incorporated" or "Inc.," one of these must be added for use in Alabama. Please list your exact corporate title with the addition of one of these words.

LIVING SPRINGS RETREAT, INC.

3. State or Country of incorporation: New York

4. Date of Incorporation: April 18, 1980 Duration of corporation: Perpetual

5. Street address of principal office:

5340 Layton Lane, Apison, Tennessee 37302

6. Name and street address (NO PO BOX) of registered agent in Alabama:

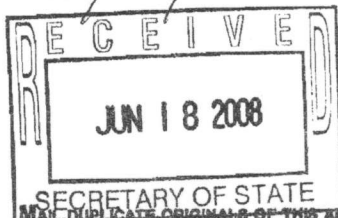
Ron Oxentenko, 1422 County Rd. 628, Roanoke, AL 36274

7. The names and addresses of its directors and officers are:

NAME	OFFICE/TITLE	MAILING ADDRESS
<u>Herb Poholka</u>	<u>President</u>	<u>3 Living Springs Lane, Putnam Valley,</u> <u>NY 10579</u>
<u>Jacob Wayd</u>	<u>Secretary/Treasurer</u>	<u>P.O. Box 460, Apison, TN 37302</u>
<u>Stan Smith</u>	<u>Chairman</u>	<u>P.O. Box 100, Lillooet, BC V0K 1V0,</u> <u>Canada</u>
_____	_____	_____
_____	_____	_____

8. This application is accompanied by a copy of articles of incorporation and all amendments thereto, duly certified by the proper official of the state under the laws of which it is incorporated, together with the filing fee of \$175.00. The non-profit corporation filing fee is \$75.00. The certification by the Secretary of State or the equivalent in your state must be an original and "current" (within six months).

9. Date: 05/27/08



Herb Poholka, President

Type or Print Corporate Officer's Name and Title

H. Poholka

Signature of Officer

MAIL DUPLICATE ORIGINALS OF THIS APPLICATION, A CERTIFIED COPY OF THE CHARTER AND THE FILING FEE TO:
SECRETARY OF STATE, CORPORATIONS DIVISION, Post Office Box 5616, MONTGOMERY, ALABAMA 36103-5616
(334)242-5324