

CERTIFICATE OF INCORPORATION

Of

**MAETREUM OF CYBELE, MAGNA
MATER, INC.**

2005 JUL 27 A 11: 52

GREENE COUNTY
CLERK'S OFFICE
CATSKILL, NY

**A RELIGIOUS CORPORATION WITH PLACE OF
WORSHIP**

**PURSUANT TO ARTICLE 10 OF THE RELIGIOUS
CORPORATION LAW OF THE STATE OF NEW
YORK**

**PLEASE RETURN TO:
CATHRYN PLATINE
3312 RTE 23A
PO BOX 468
PALENVILLE, NEW YORK 12463**

PHONE NO: 518-312-4907

**CERTIFICATE OF INCORPORATION
OF RELIGIOUS CORPORATION
MAETREUM OF CYBELE, MAGNA MATER, INC.
(New York Religious Corporation)**

THE UNDERSIGNED, each with the capacity to contract, hereby executes and acknowledges this Certificate of Incorporation for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of New York.

THE UNDERSIGNED, all being persons of full age, of whom at least two-thirds are citizens of the United States, and at least one a resident of the State of New York, for the purposes of incorporating an unincorporated church, pursuant to Article 10 of the Religious Corporation Law, hereby certify as follows:

FIRST: A meeting of Maetrium of Cybele, Magna Mater, an unincorporated church was duly called and held in conformity with the aforesaid Article 10 of the Religious Corporation Law on March 24, 2005, at 3312 Rte 23A, Palenville, New York at which meeting a majority of the duly qualified voters of said organization, being at least six in number, were present.

SECOND: At said meeting Cathryn Platine, one of the subscribers hereto was presiding officer, the other Susan Davis and Laura Potter subscribers hereto were inspectors of the election.

THIRD: At said meeting, it was duly decided that the said Organization should be incorporated.

FOURTH: The name of the proposed corporation as decided on at the said meeting was known as the Maetrium of Cybele, Magna Mater, Inc.

FIFTH: The specific purpose for which the corporation is initially organized is to form a body of believers that celebrate a life of connection to Cybele, Magna Mater, to license, ordain and oversee priestesses of Cybele, conduct the work of the Cybeline faith, and to also engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of Certificate, this corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, scientific, literary and educational 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 law.

SIXTH: The foregoing clauses shall be construed both as subjects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be construed or held in limit or restrict in any manner the powers of the within Corporation.

SEVENTH: The number of Trustees thereof shall be three (3).

EIGHTH: The first annual election of the Trustees was held on March 24, 2005. The determined date for the election of Trustees shall be not more than fifteen months thereafter, March 24, 2006, on which the annual election of the Trustees thereof after such meeting shall be held.

NINTH: The names of the persons elected as TRUSTEES and the TERMS OF OFFICE for which they were respectively elected are as follows:

NAME	ADDRESS	TO HOLD OFFICE UNTIL
Cathryn Platine PRESIDENT	PO Box 468 3312 Rte 23A Palenville, New York 12463	1ST ANNUAL ELECTION

NAME	ADDRESS	TO HOLD OFFICE UNTIL
Susan Davis TREASURER	PO Box 468 3312 Rte 23A Palenville, New York 12463	2ND ANNUAL ELECTION

NAME	ADDRESS	TO HOLD OFFICE UNTIL
Laura Potter	PO Box 468 3312 Rte 23A Palenville, New York 12463	3RD ANNUAL ELECTION

TENTH: The principal place of worship is located at 3312 Rte 23A, Palenville, Green County, New York

ELEVENTH: Notwithstanding any other provision of these articles, the corporation is organized exclusively for one or more of the following purposes; religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals as specified in section 501 (c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation except from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986.

TWELFTH: No part of the net earnings of the corporation shall inure to the benefit of any members, trustee, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), 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.

THIRTEENTH: No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation: (except as otherwise provided by Internal Revenue Code Section 501(h), or participating or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

FOURTEENTH: In the event of dissolution, all of the remaining assets and property of the corporation shall after payment of necessary expenses thereof the distribution to such organization as shall qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to another organization to be used in such manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purposes for which this corporation was formed.

FIFTEENTH: That all of the subscribers of the within Certificate are of full age, citizens of the United States and residents of the State of New York.

SIXTEENTH: That no other application nor records has been made for the above Certificate of Incorporation of a Religious Corporation.

SEVENTEENTH:

The date of commencement of corporate existence shall be when the Certificate has been filed with the county clerk and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

EIGHTEENTH:

This Certificate of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them to the members and approved at a membership meeting for which due notice of the proposed amendment was given, by affirmative vote of a quorum of the members present, provided, however, that no amendment shall make any changes in the qualifications for membership nor voting rights of members without approval in writing by all members.

IN WITNESS WHEREOF, we have signed, executed and acknowledged this Certificate this 23 day of July, 2005.

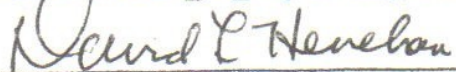

CATHRYN PLATINE


SUSAN DAVIS


LAURA POTTER

STATE OF NEW YORK
COUNTY OF
MONROE

Sworn to me this 23 day of July, 2005



David L Henehan

Notary Public

My Commission Expires October 31, 2006

STATE OF NEW YORK)
COUNTY OF GREENE) SS.:

On the 23rd day of July in the year 2005, before me, the undersigned, personally appeared **CATHRYN PLATINE, SUSAN DAVIS and LAURA POTTER** personally known to me, or proved to me on the basis of satisfactory evidence, to be the same individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their capacities, and that by their signatures on the instrument, they, or the person upon behalf of which they acted, executed the instrument.



Notary Public

DAVID L. HENEHAN
Notary Public, State of New York
Qualified in Monroe County
Commission Expires October 31, 2006

STATE OF NEW YORK, COUNTY OF GREENE
AS I, MARY ANN KORDICH, COUNTY CLERK
AND CLERK OF THE SUPREME AND COUNTY
COURTS, GREENE COUNTY DO HEREBY
CERTIFY THAT I HAVE COMPARED THIS COPY
WITH THE ORIGINAL THEREOF FILE IN MY

OFFICE ON 7/27/05 AND THAT THE
SAME IS A CORRECT TRANSCRIPT THEREOF
AND OF THE WHOLE OF SUCH ORIGINAL IN
TESTIMONY WHEREOF, I HAVE HERE UNTO
SET MY HAND AND AFFIXED THE SEAL OF
SAID COURTS AND COUNTY THIS 27th
DAY OF July, 2005

COUNTY CLERK AND CLERK OF THE SUPREME
AND COUNTY COURTS, GREENE COUNTY.

STATE OF NEW YORK, COUNTY OF GREENE
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AND CLERK OF THE SUPREME AND COUNTY
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