

**ARTICLES OF INCORPORATION
OF
THE MONROE INSTITUTE**

We hereby associate to form a Virginia nonstock corporation under the provisions of Chapter 10, of Title 13.1 of the Code of Virginia, and to that end set forth the following:

ARTICLE I

Name

The name of the corporation shall be **THE MONROE INSTITUTE** (hereinafter referred to as the "Corporation").

ARTICLE II

Purposes and Powers

1. The Corporation, a not-for-profit, non-stock organization, is formed exclusively to promote charitable purposes as provided in §501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and is empowered to do all acts and everything necessary, suitable and proper for the accomplishment of any of the purposes hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, provided that the same be not inconsistent with the laws under which the Corporation is organized or with Section 501(c)(3) of the Code.

2. Without limiting the generality of purpose set forth in paragraph 1 above, the specific purpose of the Corporation shall be:

A. To engage in the education, training and research in human consciousness, personal development and accelerated learning techniques; and

B. To function as an educational, training and research institution.

3. The assets of the Corporation shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501(c)(3) of the Code, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

4. The Corporation may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the purposes set out in (1) above.

5. The Corporation shall not engage in any activities attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the purposes set forth in (1) above.

6. The Corporation shall do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation, and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

ARTICLE III

Board of Directors

The affairs of the Corporation shall be managed by the Board of Directors.

A. The initial number of directors of the Corporation shall be seven (7).

The number of directors may be increased or decreased from time to time as set forth in the by-laws.

B. The directors shall be elected annually by the Board of Directors at the

annual meeting of the Board of Directors, or in accordance with the provisions of the by-laws.

C. The names and addresses of the persons who are to serve as the initial

directors are as follows:

<u>Name</u>	<u>Address</u>
Al Dahlberg	365 Roberts Mountain Road Faber, VA 22938
Brian Dailey	365 Roberts Mountain Road Faber, VA 22938

John Herschelman	365 Roberts Mountain Road Faber, VA 22938
Frederick (Skip) Atwater	365 Roberts Mountain Road Faber, VA 22938
Virginia Colburn	365 Roberts Mountain Road Faber, VA 22938
Darlene (Dar) Miller	365 Roberts Mountain Road Faber, VA 22938
George Griffith	365 Roberts Mountain Road Faber, VA 22938

ARTICLE IV

INDEMNIFICATION

The corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

To the fullest extent permitted by the Code of Virginia, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation for monetary damages for any action taken and any failure to take any action as a director. No repeal, amendment or modification of these Articles, whether direct or indirect, shall

eliminate or reduce its effect with respect to any act or omission of a director of the corporation occurring prior to such repeal, amendment or modification.

ARTICLE V

Registered Agent

The initial registered office of the Corporation is to be located at 258 East High Street, Charlottesville, Virginia 22902. The initial registered office is physically located in the City of Charlottesville, Virginia. The name and address of the initial registered agent of the Corporation is **James E. Skeen**, 258 East High Street, Charlottesville, Virginia 22902, who is a resident of Virginia, and a member of the Virginia State Bar.

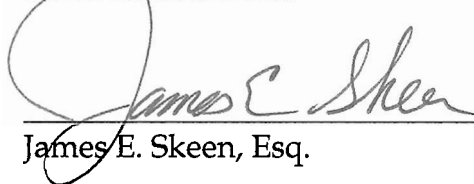
ARTICLE VI

Members

The Corporation shall have no members.

IN WITNESS WHEREOF, I have hereunto signed my name this 2nd day of July, 2008.

INCORPORATOR:


James E. Skeen, Esq.