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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

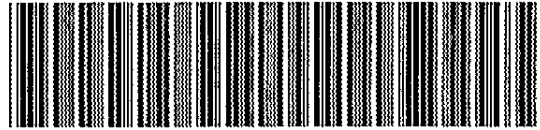
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA



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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: LifeSkills Health and Fitness, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Amy Faulkner
Name (Printed or typed)

1370 C Sarno Rd.
Address

Melbourne, FL 32935
City, State & Zip

321-253-9122
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

two

ARTICLES OF INCORPORATION OF

LifeSkills Health and Fitness, Inc.

A NONPROFIT ORGANIZATION

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME: The name of the Corporation shall be:

LifeSkills Health and Fitness, Inc.

ARTICLE II - PRINCIPAL OFFICE: The principal place of business and mailing address of this corporation shall initially be:

LifeSkills Health And Fitness, Inc.
1370 C.Sarno Road
Melbourne, FL 32935

ARTICLE III - PURPOSES: Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code. The specific purposes for which the corporation is organized are:

- A. Provide physical activity programs to meet the needs of the elderly, as well as disabled children and adults.
- B. Educate and raise public awareness of the importance of exercise for all populations.
- C. Produce and disseminate materials on the benefits of increased physical activity.
- D. Build and operate a community wellness and resource center to be open to the public. The center will target the elderly and disabled children and adults.

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SECRETARY OF STATE
CORPORATION

ARTICLE IV – MANNER OF ELECTION OF DIRECTORS: The governing body of the corporation shall be the Board of Directors. The number of directors may be increased or decreased by amendment of the Bylaws by the Board but shall in no case be less than four (4) directors. The Board of Directors shall be selected from the community at large and elected by a majority of the votes of the then current Board. Each director shall hold office until his successor is elected and qualified or until his prior death, resignation, or removal.

Any vacancy in the Board shall be filled for the unexpired portion of the term by a majority vote of the remaining directors at any regular meeting or special meeting of the Board called for that purpose. At all meetings of the Board, each director present shall have one vote. Except as otherwise provided by Statute, the action of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board. The directors may, by resolution passed by a majority of the Board and as provided in the Bylaws, designate a nominating committee to provide a slate of names to the Board from which a director is elected.

The names and addresses of the initial directors are:

Amy Faulkner
1567 Bronco Drive
Melbourne, FL 32940

Myrtle Decker
1043 Tortoise Cove
Melbourne, FL 32935

Susan Untiedt
1019 Worthington Spring Drive
Melbourne, FL 32940

John Ferrell
2280 N. Wickham Road, # 1214
Melbourne, FL 32935

ARTICLES V – NO PRIVATE INUREMENT AND LOBBYING: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (including the publishing or distribution of statements), and any political campaign on behalf or in opposition of any candidate for public

office. Notwithstanding any other provisions of these activities, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the corporation.

ARTICLE VI - DISSOLUTION AND DISTRIBUTION: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS:

The name and Florida address of the initial registered agent:

Susan Untiedt
1370 C Sarno Road
Melbourne, FL 32935

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Susan Untiedt
Signature of Registered Agent

5/26/04
Date

ARTICLES VIII - INCORPORATOR: The name and address of the Incorporator of these Articles of Incorporation:

Amy Faulkner
1567 Bronco Drive
Melbourne, FL 32940

Amy Faulkner
Signature of Incorporator

5-26-04
Date

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CLERK OF THE
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