

N01000003460

PROJECT WELLNESS, INC.

561 Rawls Road
Tallahassee, Florida 32312
(850) 321-7576

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 7, 2001

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

RE: Project Wellness, Inc.
Document No.: N01000003460

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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RECEIVED

Dear Sir/Madam:

We are submitting an amendment to the Articles of Incorporation for Project Wellness, Inc., a corporation organized under the laws of the State of Florida, originally filed on May 17, 2001. We also request a certified copy of these Amended Articles. We have enclosed a check in the amount of \$43.75 to cover the filing fees.

Sincerely,


T. Richelieu Johnson

Amend
11-7-01
PJS

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*****43.75 *****43.75

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PROJECT WELLNESS, INC.

(present name)

NO1000003460

(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

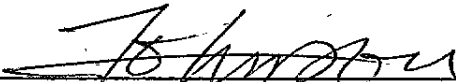
Article III is being amended as per attached.

Article VIII is being added as per attached.

SECOND: The date of adoption of the amendment(s) was: November 5, 2001

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.



Signature of Chairman, Vice Chairman, President or other officer

T. Richelieu Johnson

Typed or printed name

Exec Director
President

Title

November 6, 2001

Date

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

PROJECT WELLNESS, INC.

Document No.: N01000003460

ARTICLE III - The objectives and purposes for which the corporation is organized are:
Amended to read as follows:

Section 3.01: The Corporation is organized exclusively for charitable and educational purposes as defined in Section 501(C)(3) of the Internal Revenue Code.

Section 3.02: Notwithstanding any other provision of these Articles of Incorporation:

- a No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, 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 director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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.
- b The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation 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 an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.
- c Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.

- d The Corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE VIII - Indemnification of Directors and Officers:

Added to read as follows:

Each Director and each officer or former Director or officer of the Corporation shall be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.