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**FLORIDA NON-PROFIT CORPORATION**

**The Centre For Positive Living, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
THE CENTRE FOR POSITIVE LIVING, INC.  
(a Florida Not-For-Profit Corporation)**

The undersigned person, acting as incorporator of a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617, Florida Statutes (2000):

**SECTION ONE  
NAME AND ADDRESS**

The name of the corporation is **THE CENTRE FOR POSITIVE LIVING, INC.**; the corporate address is 204 South Orange Street, Sebring, Florida 33870-3735.

**SECTION TWO  
SPECIFIC AND GENERAL PURPOSES  
CORPORATE POWERS**

The corporation is a not for profit corporation. The purpose for which the corporation is organized is as an educational institute dedicated to the pursuit of enlightenment of body, mind, and spirit through education and practical application of universal principles, and to perform all other acts allowed by law.

(1) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes, by the distribution of its funds for such purposes and to offer educational training through classes, symposiums, retreats, life experience, workshops and technologies to individuals, not-for-profit organizations and corporate entities to research, cultivate, coach, educate and train individuals in ways to succeed in every area of life.

(2) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

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(3) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(4) The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

(a) 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 expenditures in furtherance of the purposes set forth in Article 2 hereof.

(b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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 by a corporation organized under Florida Statute Chapter 617.

### **SECTION THREE DURATION**

The corporation shall have perpetual duration.

### **SECTION FOUR MEMBERSHIP**

The corporation shall have a membership distinct from the Board of Trustees. Membership shall be open to all persons who are interested in furthering the charitable purposes of this corporation as set forth in Article Two. Membership status shall be determined by the Board of Trustees in the adoption of Bylaws and Amendments thereto from time to time, and may embrace categories and qualifications for active, honorary, sustaining, lifetime, program and facility memberships, and establish membership fees therefor, respective to each category of membership.

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**SECTION FIVE**  
**REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the corporation is 230 South Commerce Avenue, County of Highlands, City of Sebring, State of Florida 33870-3735. The name of its registered agent at such address is John K. McClure.

**SECTION SIX**  
**BOARD OF TRUSTEES**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall initially be nine (9); provided, however, that such number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this corporation.

The initial trustees named in this certificate of incorporation as the first Board of Trustees shall hold office until the first meeting of members, to be held on the second Monday in January of each year, at 6:30 p.m. at 204 South Orange Street, Sebring, Florida 33870, or such other time and place as may be designated by the Board of Trustees by resolution, at which time an election of Trustees shall be held.

Annual meetings shall be held at 10:00 a.m. on the second Tuesday of January of each year at the principal office of the corporation, or such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall describe the action taken, contain the signature of each Trustee or Trustees, be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation of this corporation authorize the Board of Trustees to so act. Such a statement shall be prima facie evidence of such authority.

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The names and residential addresses of the persons who are to serve as the initial Trustees are as follows:

Name	Address
Andrew Conyer	4627 Lafayette Avenue Sebring, Florida 33875
J. D. Baird	124 NE Lakeview Drive #6 Sebring, Florida 33870
Sherrill Cummings	6232 Sunrise Way Sebring, Florida 33875
Teri Lovelette	38 Hidden Harbor Lane Lake Placid, Florida 33852
Beverly Padgett	3811 Barbarossa Avenue Sebring, Florida 33872
Millie Havlock	5535 U.S. Highway 27 South Sebring, Florida 33870
Kevin Roberts	P.O. Box 1926 Sebring, Florida 33871
Gregg Stupinski	4022 Westminster Road Sebring, Florida 33875

#### SECTION SEVEN OFFICERS

The Board of Trustees shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees.

#### SECTION EIGHT ADOPTION AND MODIFICATION OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Trustees. Subject to the limitations contained in the Bylaws and any limitations set forth in the laws of the State of

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Florida, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefor in the Bylaws.

#### **SECTION NINE DEDICATION OF PROPERTY**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Trustee, officer, or member of this corporation, or to the benefit of any private individual.

#### **SECTION TEN ACCEPTANCE OF GIFTS**

The Board of Trustees may from time to time on behalf of the corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the corporation or of such nominee or nominees as the Board of Trustees may appoint, and may collect and receive the income of such gifts and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the corporation as the Board of Trustees may determine.

#### **SECTION ELEVEN DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, 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 of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated

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exclusively for such purposes.

**SECTION TWELVE  
AMENDMENT**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by majority vote of the Board of Trustees and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of proposed amendments be furnished each member not less than ten days prior to such meeting.

**SECTION THIRTEEN  
INCORPORATOR**


I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on September 14, 2001.

  
ANDREW CONYER

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing Articles of Incorporation were acknowledged before me this 14th day of September, 2001, by Andrew Conyer, who is personally known to me or presented his \_\_\_\_\_ as identification.



  
Printed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
Commission Expires: \_\_\_\_\_  
Notary Public, State of Florida at Large

(affix notarial seal)

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ACCEPTANCE BY REGISTERED AGENT


HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED this 14<sup>th</sup> day of September, 2001.

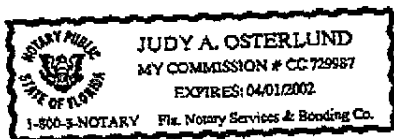
  
John K. McClure

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

The foregoing Acceptance of Registered Agent was acknowledged before me this 14<sup>th</sup> day of September, 2001, by John K. McClure, who is personally known to me or who has produced his as identification.

  
Printed Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
Commission Expires: \_\_\_\_\_  
Notary Public, State of Florida at Large

(affix notarial seal)



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