ND200009414

(Requestor's Name)
(Address)
(Address)
(City/State/Zip/Phone #)
PICK-UP WAIT MAIL
(Business Entity Name)
(Document Number)
Certified Copies Certificates of Status
Special Instructions to Filing Officer:

Office Use Only



800009174528

12/03/02--01058--004 **78.75

FILED

02 DEC -3 AM 9: 22

SECRETARY OF STATE AND A SSEE FLORIDA



Ryan
Hicks Cumpton
& Cumpton LLP
Attorneys at Law

41 North Jefferson Street Suite 110 Pensacola, Florida

Telephone: (850) 432-0029 Facsimile: (850) 432-4616

L. Thomas Ryan, Jr.*
C. Gary Hicks*‡
Michael L. Cumpton*‡
Susan O'Brien Cumpton*†
M. Donald Reddish‡

† LLM in Taxation

November 27, 2002

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

Re: Articles of Incorporation LIFESTYLE SOLUTIONS GROUP, INC.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for LIFESTYLE SOLUTIONS GROUP, INC., a non-profit corporation. I have also enclosed a check made payable to the Department of State for \$78.75 for the filing fee.

I am requesting that you return to me a certified copy of the filed Articles of Incorporation for our records.

Please let me know if you require any additional information or documentation regarding this request.

With kind regards, I am,

GARY HICKS

CGH/ Enclosures

^{*} Admitted to practice in Alabama ‡ Admitted to practice in Florida

Articles of Incorporation Of

SCALLED WAR SCALLE Lifestyle Solutions Group, Inc. A Florida NonProfit Corporation

The undersigned whom are citizens of the State of Florida, United States of America, desiring to form a Non-Profit Corporation pursuant to the Florida Not For Profit Corporation Act.

ARTICLE 1

The name of the corporation is: LIFESTYLE SOLUTIONS GROUP, INC. The location and address of the principal office of the Corporation is:

1942 HIGHWAY 87

NAVARRE, FLORIDA 32566

ARTICLE 2

The period of existence of the corporation is perpetual and the corporate existence will commence on the filing of these Articles of Incorporation.

ARTICLE 3

The purposes for which the corporation is organized are set forth, as follows:

The Corporation is organized for such charitable and educational purposes as may qualify it for exemption from the federal income tax under Section 501(c)3 of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue law.) More specifically, such purposes include, but are not limited to, providing services and programs through this and other and additional organizations to increase individual independency through self-advocacy and self-help to decrease discrimination, abusive behavior, addictions and other self-defeating behaviors to enable each individual to achieve the highest possible self-potential within local communities.

ARTICLE 4

The Corporation is organized on a NONSTOCK basis. The description and value of its real property assets are: none. The description and value of its personal property assets are: none.

The Corporation is to be financed by membership fees membership donations, non-member donations, grants and net revenues from public lectures and events.

The Corporation is organized on a membership basis.

The directors of the Corporation shall be elected as set forth by the Bylaws of the Corporation.

ARTICLE 5

The mailing address and registered office for the Corporation is:

C/O JEANNE PULLUM P. O. BOX 5070 NAVARRE, FLORDIA 32566 The name of the registered agent at the office is:

JEANNE PULLUM

ARTICLE 6

The name and address of the incorporator is:

C/O JEANNE PULLUM 2845 PEBBLE BEACH DRIVE NAVARRE, FLORIDA 32566

ARTICLE 7

The following restrictions will apply to the operations of the Corporation:

- 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 3.
- 2. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- 3. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by 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 (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal revenue law).
- 4. In the event of the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organizations as are qualified as tax-exempt under Section 501(c)(3) of the Code or corresponding provisions of any subsequent Federal income tax laws, as the Board of trustees of the Corporation shall determine. Any such assets not so

disposed of, for whatever reason, shall be disposed of by the order of the Circuit Court for the County of Santa Rosa, Florida to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for charitable purposes.

- 5. In the event the Corporation is determined to be a "private foundation" as that term is defined in Code Section 509(a), then for the purpose of complying with the requirements of code Section 508(e), for all taxable years commencing on or after the date of incorporation, the Corporation shall:
- A. Distribute its income and such part of its capital as may be required by law for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or corresponding provisions of any subsequent Federal tax laws;
- B. Not engage in any act of self-dealing as defined in Code Section 4941, or corresponding provisions of any subsequent Federal tax laws;
- C. Not retain any excess business holdings as defined in Code Section 4943, or corresponding provisions of any subsequent Federal tax laws;
- D. Not make any investments in such manner as to subject it to tax under Code Section 4944, or corresponding provisions of any subsequent Federal tax laws:
- E. Not make any taxable expenditure as defined in Code Section 4945, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 8

Except as otherwise provided by law, a volunteer director of the Corporation is not personally liable to the Corporation or its members for monetary damages for a breach of the officer's fiduciary duty.

The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director incurred in good faith performance of their duty as an officer occurring on or after the date of incorporation.

ARTICLE 9

The bylaws of LIFESTYLE SOLUTIONS GROUP, INC. are the final authority in matters of conflict between documents except when a provision of proposal to change a provision in the bylaws would countermand the legal restrictions of a nonprofit tax-exempt corporation. For such a provision or change in a provision to be the final authority, the membership must specifically vote to adopt or revoke the provision in question at a meeting as specified in the bylaws.

In Witness Whereof, I have executed these Articles of Incorporation this 2/5 day of November, 2002.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered Signed agent and agree to act in this

REGISTERED AGENT INCORPORATOR

This instrument is prepared by:

capacity.

C. GARY HICKS, whose address is: 41 N. Jefferson Street, Suite 110, Pensacola, Florida 32501