

N03000004158

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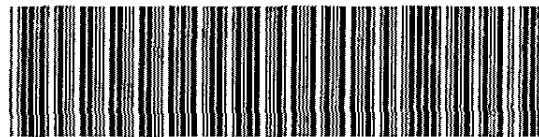


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Amend

12/07/04--01020--006 **52.50

FILED
04 DEC -7 11 9:59
STATE OF TEXAS
TALAMOUNT

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Life Corps, Inc.

DOCUMENT NUMBER: N03000004158

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas K. Olk

(Name of Contact Person)

Life Corps, Inc.

(Firm/ Company)

3333 W. Pensacola St., STE 300

(Address)

Tallahassee, FL 32304

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Thomas K. Olk

(Name of Contact Person)

at (850) 575-4388

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Articles of Amendment
to
Articles of Incorporation
of

Life Corps, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N03000004158

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article III - Additional language to describe the purpose of the organization.

Article IV (d) - Additional language to describe earnings and compensation of management.

Article IV Duration - Additional language to describe the process for dissolution of the organization.

(Attach additional pages if necessary)

(continued)

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04 DEC -7 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of adoption of the amendment(s) was: December 1, 2004

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(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.

Signed this 1st day of December, 2004

Signature _____

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Thomas K. Olk

(Typed or printed name of person signing)

Director

(Title of person signing)

FILING FEE: \$35

**ARTICLES OF INCORPORATION OF
LIFE CORPS, INC.**

A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is Life Corps, Inc.

ARTICLE II.

Location of Principal Office

The mailing and street address of the principal office of the corporation is 3333 West Pensacola Street, Suite 300, Tallahassee, Florida 32304.

ARTICLE III.

Purposes

The organization will operate as tax exempt under Section 501(c)(3) of the Internal Revenue Code. The purpose of the organization is to provide holistic support services and educational/vocational instruction in a structured learning community to reduce the gap between the needs of adolescent foster care youth and available service interventions. The program will offer socialization and stabilization for dependent adolescents who have difficulty functioning in traditional foster care setting or for whom other placements are not available.

The organization is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code.

ARTICLE IV.

Management of Corporate Affairs

- (a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a number established, from time to time, by resolution of the board of directors; provided, however, that there shall never be fewer than three directors. No compensation shall be paid to any member of the board of directors for service as a member of the board of directors.
- (b) Membership of Board of Directors: All members of the board of directors shall be chosen by majority vote of the initial board of directors.
- (c) Corporate Officers: The board of directors shall elect the following officers: president, treasurer, and secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.
- (d) Earnings and Compensation: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Dedication of Assets

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

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not disposed of shall be disposed of by Court of Common Pleas of the County in which the principle office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V.

Initial Directors

There shall be three directors constituting the initial board of directors.

The name and address of each person who is to serve as an initial director, manager, or trustee is as follows:

Thomas K. Olk
3333 W. Pensacola Street, Suite 300
Tallahassee, FL 32304

Frank Francisco
1703 W. Colonial Drive
Orlando, FL 32804

James Sleeper
1822 West Strasburg Road
Coatesville, PA 19320-4801

ARTICLE VI.

Initial Registered Office and Name of Initial Registered Agent

The street address of the initial registered office of the corporation is 3333 West Pensacola Street, Suite 300, Tallahassee, Florida 32304.

The name of the initial registered agent at such address is Thomas K. Olk.

ARTICLE VII.

Incorporator

The name and address of the incorporator of this corporation is Thomas K. Olk, 3333 W. Pensacola Street, Suite 300, Tallahassee, Florida 32304.

ARTICLE VIII.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged by a majority vote

of a quorum consisting of Directors who were not parties to such action, suit or proceeding to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding. In the case of an action or proceeding brought against the entire membership of the board of directors it shall be conclusively presumed that all members of the Board of Directors were acting in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, they had no reasonable ground for belief that such action was unlawful.


(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation

elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes (1999), or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on December 15th, 2004.


Thomas K. Olk

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Thomas K. Olk, to me personally known, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 15th day of December, 2004.



Carolyn Y. Barnes

NOTARY PUBLIC

Printed Name: *Carolyn Y. Barnes*
My commission expires: *6-16-05*

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Life Corps corporation, desiring to organize as a corporation under the laws of the State of Florida, has designated Thomas K. Olk, 3333 West Pensacola Street, Suite 300, Tallahassee, Florida 32304, as its initial Registered Agent and Office.

Thomas K. Olk

Thomas K. Olk
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

Thomas K. Olk

Thomas K. Olk
Registered Agent