

No 4000003209

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

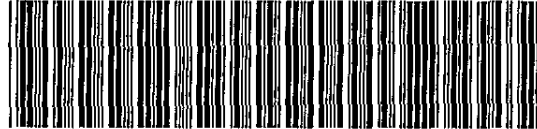
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900030840699

04/01/04--01006--012 **75.75

RECEIVED
04 APR -1 AM 8 32
DIVISION OF REGISTRATION
2004 APR 12 P 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

*685151-4209
N/A*

4/13/✓

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Well Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 2, 2004

HOLLAND & KNIGHT LLP

SUBJECT: THE WELL INC.
Ref. Number: W04000012989

*Collected
4-12-04*

We have received your document for THE WELL INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L01000014565.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 404A00021831

RECEIVED
04 APR 12 AM 9:46
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE WELL OF CENTRAL FLORIDA, INC.
(A Corporation Not for Profit)

FILED
2004 APR 12 P 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of THE WELL OF CENTRAL FLORIDA, INC., adopts the following Articles of Incorporation for such corporation pursuant to chapter 617, Florida Statutes.

ARTICLE I
Name

The name of the corporation is The Well of Central Florida, Inc. (the "Corporation").

ARTICLE II
Address

The initial street address of the corporation's principal office is 1610 Sherwood Lakes Boulevard, Lakeland, Florida 33809.

ARTICLE III
Duration and Commencement

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE IV
Purposes

The Corporation is a not for profit entity, organized exclusively for charitable, religious, educational, literary or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes of the Corporation shall include, but are not limited to the following:

- (a) establish a non-profit, non-political, non-partisan, charitable and educational organization in Polk County, Florida for the purpose of providing a shelter for abused women and children; all in a manner consistent with the requirements of Section 501(c)(3) of the federal Internal Revenue Code of 1986, as amended from time to time, or successor provisions of future federal internal revenue laws (the "Code");

(b) receive contributions and grants from any and all sources for the purposes identified in this Article IV, make distributions for such purposes, and any other purposes consistent with the foregoing which are lawful purposes of a nonprofit corporation under Chapter 617 of the Florida Statutes (as it now exists and as it may be amended) to the extent that such purposes are permitted of an organization described in Section 501(c)(3) of the Code and to the extent that such purposes are not inconsistent with the provisions of the following paragraph and Article XI below; and

(c) exercise all the corporate powers now or hereafter provided by the laws of the State of Florida applicable to corporations not for profit, and specifically including the powers specified in Section 617.0302, Florida Statutes, and all amendments thereto, pertaining to corporations not for profit in the State of Florida, except where the same would cause the Corporation to violate any of the provisions contained in the last paragraph of this Article IV.

In carrying out the foregoing purposes and within the scope thereof, the Corporation is specifically organized and empowered:

To accept, hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, charitable or religious purposes, such funds as may from time to time be given to it by any person, persons or corporations; and receive gifts from, and make financial and other types of contributions and assistance to, scientific, educational, literary, charitable and religious organizations; and

To engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and of the United States.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons unless such member, director, officer, or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in this Article IV. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not

permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or the corresponding section 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 Code, or the corresponding section of any future United States Internal Revenue Law.

ARTICLE V

Members

The Corporation may have one or more classes of members as provided in the Bylaws of the Corporation. The number and classes of members, the qualifications and rights of each class of members, and the manner and selection of the members shall all be as provided in the Bylaws of the Corporation. The Corporation shall not issue capital stock.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the Bylaws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and election of the directors shall be as specified in the Bylaws of the Corporation.

ARTICLE VII

Initial Directors

The number of directors constituting the initial Board of Directors is six. The names and street addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are:

NAME	ADDRESS
<u>Dr. Susan Aguiar</u>	<u>1806 Seminole Trail</u> <u>Lakeland, Florida 33803</u>
<u>Karen M. Chapman</u>	<u>2032 Broken Arrow Trail, North</u> <u>Lakeland, Florida 33813</u>
<u>Rev. Noland Colkmire</u>	<u>7476 Pleasant Hill Drive</u> <u>Lakeland, Florida 33810</u>
<u>Dr. Margaret C. Evans</u>	<u>5113 Lake-In-The-Woods</u> <u>Lakeland, Florida 33813</u>

Hope Holley

2345 Collins Lane
Lakeland, Florida 33803

The Honorable John K. Stargel

2626 Collins Avenue
Lakeland, Florida 33803

ARTICLE VIII

Incorporator

The name and mailing address of the incorporator of the corporation are BARBARA DYER, 1610 Sherwood Lakes Boulevard, Lakeland, Florida 33809.

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 1610 Sherwood Lakes Boulevard, Lakeland, Florida 33809, and the name of the corporation's initial registered agent at that address is BARBARA DYER.

ARTICLE X

Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the members, except that the board of directors may not amend or repeal any bylaw adopted by the members if the members specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI

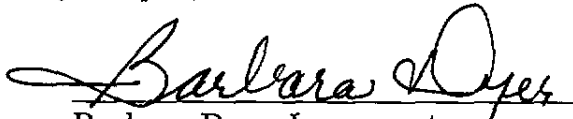
Dissolution

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, transfer all of the assets of the corporation to the board of directors, to be used for charitable and educational purposes by the board of directors, or, if the board of directors is no longer in existence, for a public purpose to any one or more of the Federal government, or state or local government, or to any successor organization or other such organization or organizations organized and operated exclusively for charitable or educational purposes as at the time qualifies as an exempt organization or organizations under Section 501(c)(3) of the Code or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Code.

ARTICLE XII
Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of April, 2004.


Barbara Dyer, Incorporator

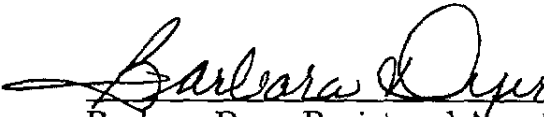
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENTS UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That THE WELL OF CENTRAL FLORIDA, INC., desiring to organize under the laws of the State of Florida with its initial registered office at 1610 Sherwood Lakes Boulevard, Lakeland, Florida 33809, as indicated in the Articles of Incorporation, has named BARBARA DYER as its agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act and Chapter 617, Florida Statutes, relative to keeping open the registered office.


Barbara Dyer, Registered Agent

1800805_v1

FILED
2004 APR 12 P 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA