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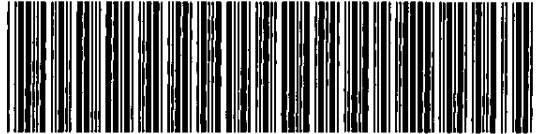
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Breath of Life, Inc.

DOCUMENT NUMBER: N06000006528

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

Please return all correspondence concerning this matter to the following:

Sol Pitchon

(Name of Contact Person)

Breath of Life, Inc.

(Firm/ Company)

1900 East Bay Drive

(Address)

Largo, FL 33771

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sol Pitchon

(Name of Contact Person)

at (727) 216-1402, ext 502

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2008

SOL PITCHON
BREATH OF LIFE, INC.
1900 EAST BAY DRIVE
LARGO, FL 33771

SUBJECT: BREATH OF LIFE, INC.
Ref. Number: N06000006528

We have received your document for BREATH OF LIFE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

Please delete from the beginning paragraph the words ARTICLES OF ORGANIZATION. Also in Article IX state the titles of the officers.

Please return 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) 245-6905.

Thelma Lewis
Document Specialist Supervisor

Letter Number: 108A00011893

RECEIVED
MAR - 3 11 18:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment
to
Articles of Incorporation
of

FILED

2008 MAR -3 AM 10:33

Breath of Life, Inc.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N06000006528

(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: 2nd paragraph is added; item # 4 is deleted

Article VI: Registered Agent is changed

Article X: Subscriber is changed

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BREATH OF LIFE, INC.
a Florida non-profit corporation**

The undersigned, subscriber to these Amended and Restated Articles of Incorporation, being natural person over the age of eighteen (18) years of age, competent to contract, hereby presents these Articles, which shall amend and replace the Articles of Incorporation executed on June 14, 2006 and filed with the Secretary of State for the formation of a Nonprofit Corporation under the laws of the State of Florida.

**ARTICLE I.
NAME OF CORPORATION**

The name of the Corporation shall be **BREATH OF LIFE, INC.**

**ARTICLE II.
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible by law.

**ARTICLE III.
PURPOSE**

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation is formed for the benefit of, or to perform the functions of, the Pinellas Crisis Pregnancy Center, Inc., an organization that qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as such purposes are summarized below:

1. **Pre-Natal - Training and Care:** The Corporation will design, develop, implement and administer programs and services to provide to pregnancy women education, training, counseling, support and care during pregnancy in preparation for child-birth and parenthood. The programs and services to be provided involve medical, emotional, spiritual and financial assistance, counseling, education and training.

2. **Natal - Delivery and Care:** The Corporation will provide facilities and

trained professionals and personnel for medical attention, care, emotional and spiritual support to mother and child in the birthing process.

3. **Neo-Natal/Post Natal - Training and Care:** The Corporation will design, develop, implement and administer programs and services to provide medical care, spiritual and emotional support for the mother and her new born baby. The programs will provide education and training to mothers designed to prepare them for the demands of motherhood and to teach them proper care, including birth control, disease control, hygiene and nutrition.

ARTICLE IV. LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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, above. 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. 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 1954 (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 1954 (or the corresponding provision of any future U.S. Internal Revenue Law).

ARTICLE V. PRINCIPAL PLACE OF BUSINESS

The principal place of business and initial registered office of the Corporation shall be as follows:

8001-66th Street North, Pinellas Park, FL 33781

located in Pinellas County, Florida, but the Corporation shall have the power to establish branch offices and other places of businesses at such other place or places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VI. REGISTERED AGENT

The current registered agent of the Corporation shall be the following named person at the following address:

NAME OF REGISTERED AGENT: Brittney P. Bacon, Esquire

ADDRESS OF REGISTERED AGENT: 2959 First Avenue North
St. Petersburg, FL 33713

**ARTICLE VII.
MEMBERS**

The Corporation shall have Voting Members who shall be elected and may be removed by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall have the right to vote. The name and address of each initial Voting Member is as follows:

NAME	ADDRESS
Stephen J. Shields, M.D.	8001-66 th Street North Pinellas Park, FL 33781
Kathy Arrington	8001-66 th Street North Pinellas Park, FL 33781
Michael E. Steuer, CPA	8001-66 th Street North Pinellas Park, FL 33781

**ARTICLE VIII.
BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three (3). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

NAME	ADDRESS
Stephen J. Shields, M.D.	8001-66 th Street North Pinellas Park, FL 33781
Kathy Arrington	8001-66 th Street North Pinellas Park, FL 33781

Michael E. Steuer, CPA

8001-66th Street North
Pinellas Park, FL 33781

**ARTICLE IX.
OFFICERS OF CORPORATION**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees and may be removed by the Board of Trustees at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

NAME	ADDRESS
Stephen J. Shields, M.D., President	8001-66 th Street North Pinellas Park, FL 33781
Kathy Arrington, Secretary	8001-66 th Street North Pinellas Park, FL 33781
Michael E. Steuer, CPA, Treasurer	8001-66 th Street North Pinellas Park, FL 33781

**ARTICLE X.
SUBSCRIBERS OF CORPORATION**

The name and post office address of each subscriber to the Articles of Incorporation are as follows, to-wit:

NAME	ADDRESS
David Pilkington	8001-66 th Street North Pinellas Park, FL 33781

**ARTICLE XI.
DATE OF EXISTENCE**

It is specified that the date when corporate existence of this Corporation shall commence is the date of filing by the Secretary of State of the Articles of Incorporation dated June 14, 2006.

**ARTICLE XII.
BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

**ARTICLE XIII.
AMENDMENT OF ARTICLES**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

**ARTICLES XIV.
INDEMNIFICATION**

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

**ARTICLE XV.
NONSTOCK BASIS**

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

**ARTICLE XVI
DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

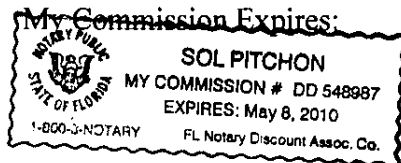
IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 9th day of February, 2008.


(SUBSCRIBERS)

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, (SUBSCRIBERS) to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, for and on behalf of said Corporation and under its corporate seal, and he acknowledged before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS MY HAND and seal at St. Petersburg, Pinellas County, Florida, this 19th day of February, 2008.





Notary Public

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of **BREATH OF LIFE, INC.**, which is contained in the foregoing Articles of Incorporation.

Dated this 19th day of February, 2008.


BRITTNY P. BACON, Esquire

The date of adoption of the amendment(s) was: February 19, 2008

Effective date if applicable: February 19, 2008
(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.

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

Michael E. Steuer, CPA
(Typed or printed name of person signing)

Treasurer, Board of Directors
(Title of person signing)

FILING FEE: \$35