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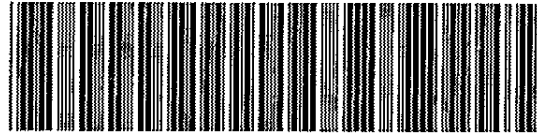
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CLERK OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE SEP 19 2006

## COVER LETTER

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

SUBJECT: OPERATION LIFE CHANGERS, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Jimmy Weaver - Northwest Florida Consultants  
Name (Printed or typed)

609 Dundee Drive  
Address

Pensacola, FL 32507  
City, State & Zip

(850) 492-8900  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

**FOR**

**OPERATION LIFE CHANGERS, INC.**

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06 SEP 19 AM 4: 26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be OPERATION LIFE CHANGERS, INC.

**ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS**

The principal place of business of the corporation is 9339 Woodrun Rd., Pensacola, Florida 32514 and the mailing address is P.O. Box 10357, Pensacola, Florida 32524

**ARTICLE III - DURATION**

The corporation shall have perpetual duration.

**ARTICLE IV - PURPOSE**

The corporation is a not for profit corporation organized and existing for charitable purposes including, but not limited to, social services, community improvement, and personal development programs. Further, 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 any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code.

The main purpose of this organization is to operate as a faith based children/youth facility that is dedicated to providing a stable home environment in a residential group setting.

The specific purposes for which the corporation is organized are:

- (1) To provide a safe, structured and caring environment by which to care for the needs of children and youth who have been abused, neglected or displaced.
- (2) To open our arms and hearts to needy children/youth, and minister to both the physical and spiritual needs of the individual (spirit, soul, and body).
- (3) To provide an avenue of relief to the overworked and overwhelmed foster care system - working side by side with other organizations and governmental agencies dedicated to resolving the issues facing the children and youth of our communities.
- (4) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the corporation, and to that end to receive, hold and administer the funds of the corporation for the said purposes.

- (5) To have and maintain one or more offices within the State of Florida and conduct any of its affairs in the State of Florida or elsewhere within and without the United States.
- (6) To have the authority, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary, useful, suitable, desirable or proper for the furtherance and attainment of purposes of the corporation.

#### **ARTICLE V - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is set forth in the By-laws of the corporation.

#### **ARTICLE VI - LIMITATION OF POWERS**

(1). No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or 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 these Articles.

(2). No Political Activity: No substantial part of the activities of this 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 or in opposition to any candidate for public office.

(3). No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue code of 1986 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4). Distribution of Assets Upon Dissolution: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious or charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction of 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 exclusively for such purposes.

#### **ARTICLE VII - DIRECTORS/OFFICERS**

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a board of directors. The number of directors shall be four, provided the number of directors may be changed by the board as long as there are never less than three.

The initial board of directors shall be chosen by the incorporator. Officers shall be nominated and elected by the appointed directors. The initial directors and officers shall serve until the next annual meeting of the corporation. The election of officers and directors shall take place at the annual meeting in the manner as set forth in the By-laws of the organization. Officers and directors of this organization shall be elected for a term of one year. Persons officially on duty when election of directors and officers is held shall be permitted to vote by absentee ballot.

Unless otherwise provided in By-laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the board of directors and the officers shall serve at the pleasure of the board of directors.

The annual meeting of the corporation shall be held in January of each year on the date set by the President. Annual meetings of the corporation may be held in or out of the State of Florida.

The following persons are designated to act as directors for the first year of corporate existence or until their respective successors shall be duly qualified:

Name and Address	Office
George Dodson 3125 Logan Dr. Pensacola, FL 32504	Director/President
Karen Leal 9339 Woodrun Rd. Pensacola, FL 32514	Director/Vice President
Susan Burke 1257 Tallpines Trl. Gulf Breeze, FL 32561	Director/Secretary/Treasurer
Ken Manchac P. O. Box 775668 Steam Boat Springs, CO 80477	Director

#### **ARTICLE VIII - INCORPORATORS**

The name and address of each incorporator is:

Karen Leal  
9339 Woodrun Rd.  
Pensacola, FL 32514

#### **ARTICLE IX - INITIAL REGISTERED OFFICE/AGENT**

The street address of the initial registered office of this corporation is 9339 Woodrun Rd., Pensacola, Florida 32514, and the registered agent at this address is Karen Leal whose written acceptance as such follows these Articles.

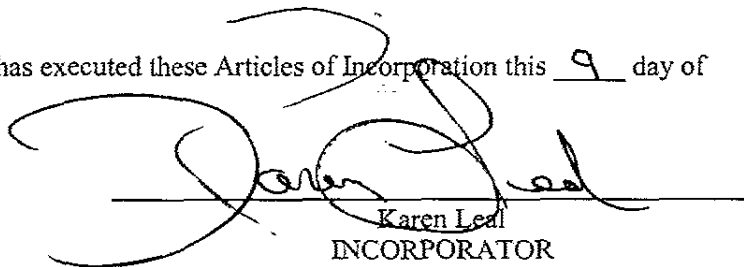
**ARTICLES X - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

**ARTICLE XI - AMENDMENT**

Amendments to these Articles of Incorporation may be made by the board of directors by resolution adopted by two-thirds vote of a quorum of directors.

The undersigned incorporator has executed these Articles of Incorporation this 9 day of September, 2006.

  
\_\_\_\_\_  
Karen Leal  
INCORPORATOR

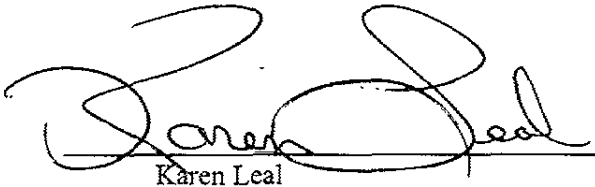
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:  
  
Operation Life Changers, Inc.
2. The name and address of the registered agent and office is:

Karen Leal  
9339 Woodrun Rd.  
Pensacola, FL 32514

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Karen Leal

DATE Sept 9, 2006

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06 SEP 19 AM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA