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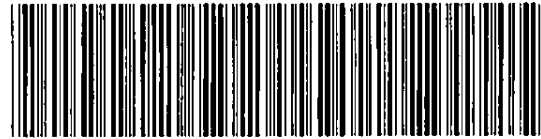
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## COVER LETTER

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

SUBJECT: Ken Challenge of Florida, Inc.  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00      ☐ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Terrell C. Madigan  
Name (Printed or typed)

P.O. Box 10321  
Address

Tallahassee FL 32302  
City, State & Zip

850 224 8673  
Daytime Telephone number

tmadigan@mediscnlawfirm.com  
E-mail address: (to be used for future annual report notification)

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

**RESTATED AND AMENDED  
ARTICLES OF INCORPORATION  
OF  
Teen Challenge of Florida, Inc.  
(A Florida Not for Profit Corporation)**

**RECITALS**

The undersigned Chairman, Secretary, and President/Chief Executive Officer of Teen Challenge of Florida, Inc., by and on behalf thereof, hereby state and certify that:

**WHEREAS**, the original Articles of Incorporation of Teen Challenge of Florida, Inc. (the "Corporation"), were filed on November 19, 1984, with the Florida Secretary of State, and assigned Document No. N06240; and

**WHEREAS**, the Articles of Incorporation as originally adopted have been extensively amended since such time; and

**WHEREAS**, it is deemed to be desirable and in the best interests of the Corporation that its Articles of Incorporation be restated so as to fully reflect in one integrated document all amendments made, including those now made as a part of this restatement; and

**WHEREAS**, at a duly called meeting of the Board of Directors of the Corporation on May 24, 2023, these Restated and Amended Articles of Incorporation in the form as herein set forth were unanimously approved and adopted by the Board in accordance with the provisions of Sections 617.1002 and 617.1007 of the Florida Not for Profit Corporation Act, and there being no members of the Corporation as contemplated by Sections 617.1002 and 617.1007 of the Florida Statutes whose further vote or approval is required;

**NOW, THEREFORE**, having been duly approved by the Board of Directors, it is **RESOLVED AND DONE** that the Articles of Incorporation of the Corporation are hereby amended and restated in their entirety as follows, superseding and replacing the original articles of incorporation and all amendments to them.

\*\*\*\*\*

**Article I**  
**NAME OF CORPORATION, MAILING ADDRESS**  
**AND ADDRESS OF PRINCIPAL OFFICE**

The name of the Corporation is Teen Challenge of Florida, Inc. The mailing address and the street address of the principal office of the Corporation are both 15 W. 10<sup>th</sup> St, Columbus, GA 31901.

**Article II**  
**REGISTERED OFFICE AND AGENT**

This corporation shall always maintain a registered office and registered agent as required by Florida law. The Bylaws may establish the manner for designating a registered agent and for making changes therein. The registered agent and registered office for the Corporation shall be: Scott Nelson, 250 Crown Oaks Way, Longwood, Florida 32779.

**Article III**  
**SPECIFIC AND GENERAL PURPOSES; RESTRICTIONS**

Section 1. The specific and primary purpose of the Corporation is to help youth, adults and families with life controlling problems become established in society through faith-based mentoring, counseling, education, and job training, and to facilitate the related advancement of religion, charity, education and any other corresponding purposes by the distribution of funds and dedication of its resources for such purposes.

Section 2. The general purposes of the Corporation are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), or the corresponding provisions of any future federal tax code.

Section 3. Other Purposes: The corporation shall also have all rights and powers that are reasonably necessary to accomplish the stated purposes of the corporation and may undertake such other functions and exercise any powers and authorities allowed by law and not inconsistent with these articles, as will advance the efficiency and standing of the Corporation and its aforestated purposes.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 distribute resources in furtherance of the purposes set forth in the purpose clause.

Section 5. No substantial part of the activities of the corporation 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.

Section 6. Notwithstanding any other provision of these articles, the Corporation shall not carry on any 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 the corresponding section or 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 the corresponding section of any future federal tax code.)

Section 7. The Corporation shall not be authorized to issue any shares of stock or other indicia of private ownership.

#### **Article IV** **POWERS**

The Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes (The Florida Not for Profit Corporation Act); provided, however, that the Corporation, in exercising any one or more of such powers, shall do so only in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501 (c)(3) of the Code.

#### **Article V** **TERM**

The Corporation shall exist perpetually, unless dissolved pursuant to Florida law or its Articles of Incorporation.

#### **Article VI** **MEMBERSHIP**

The affairs of the Corporation are conducted and managed by the Board of Directors, or at its direction or as delegated by it to the Corporation's Officers and Staff. The Corporation has no Members as contemplated by Sections 617.01401 and 617.0601 of the Florida Statutes. However, non-voting, honorary "Membership" or "Member" designations may be conferred by the Board of Directors upon individuals who support the mission, purpose, and general practices of the Corporation and the Teen Challenge organizations, as may be more specifically set forth in the Bylaws or policies of the Corporation.

#### **ARTICLE VII** **Directors and Officers and their Election**

Section 1. The number of directors constituting the first Board of Directors of the corporation was four (4). The Bylaws (or applicable Florida Statutes where not inconsistent with or not otherwise provided for by the Bylaws), subject to these Restated and Amended Articles of Incorporation, shall provide the manner of election or appointment of the directors and officers and may also provide for increasing or decreasing the number of directors, but there shall never be fewer than 4 (four) or greater than 10 (ten) directors serving. Directors and officers shall serve in such capacities until their successors have duly assumed office.

Section 2. The names and addresses of the present Board of Directors and Officers are as follows:

JERYL NANCE - CHAIRMAN, DIRECTOR  
15 W. 10TH STREET  
COLUMBUS, GA 31901

STEVE BUTLER - VICE CHAIRMAN, DIRECTOR  
15 W. 10TH STREET  
COLUMBUS, GA 31901

SCOTT NELSON - SECRETARY, DIRECTOR  
15 W. 10TH STREET  
COLUMBUS, GA 31901

BRICE MADDOCK - PRESIDENT, CHIEF EXECUTIVE OFFICER (CEO), DIRECTOR  
15 W 10TH STREET  
COLUMBUS, GA 31901

PHIL EDWARDS - DIRECTOR  
15 WEST 10TH STREET  
COLUMBUS, GA

LEE LEE JAMES - DIRECTOR  
15 W. 10TH STREET  
COLUMBUS, GA 31901

JAY AULT - DIRECTOR  
15 W. 10TH STREET  
COLUMBUS 31901 UN

WILLIAM B. TURNER, III - DIRECTOR  
15 W. 10TH STREET  
COLUMBUS, GA 31901

MARTIN TATE - CHIEF FINANCIAL OFFICER (Ex Officio, Non-Voting)  
15 W. 10TH STREET  
COLUMBUS, GA 31901

#### **ARTICLE VIII** **Incorporators**

The name and address of the original subscriber and incorporator of the Corporation is:

Name:

TOM CHAPMAN  
5960 CENTRAL AVENUE  
SUITE "D"  
ST PETERSBURG, FLORIDA 33707

The names and addresses of the subscribers to these Restated and Amended Articles of Incorporation, who are directors and officers of the Board of Directors of the Corporation, and are who acting hereon at the direction and authority of the Board are:

JERYL NANCE - CHAIRMAN, DIRECTOR  
15 W. 10TH STREET  
COLUMBUS, GA 31901

SCOTT NELSON - SECRETARY, DIRECTOR  
15 W. 10TH STREET  
COLUMBUS, GA 31901

BRICE MADDOCK - PRESIDENT, CHIEF EXECUTIVE OFFICER (CEO), DIRECTOR  
15 W 10TH STREET  
COLUMBUS, GA 31901

## **ARTICLE IX**

### **Board of Directors and Governance, Meetings**

Section 1. The government and management of the funds, properties and affairs of the Corporation shall be vested in the Board of Directors. Director and officer qualifications for eligibility, including that of their successors to be hereafter elected or appointed, and procedures for their appointment or election, may be further specified in the Bylaws.

Section 2. Subject to the Board of Director's authorities as set forth above, the President/CEO and the Chief Financial Officer of the Corporation are designated as the Executive Officers of the Corporation, authorized to act and sign (jointly or either one of them) on the Corporation's behalf; provided, however, that the purchases and sales of real property and the extending or procuring of credit shall require Board of Director's approval.

Section 3. A director or officer not physically in attendance at a meeting may participate therein by means of remote communication provided that such director's identity is established to the satisfaction of the other directors, and that the means of remote communication provides a reasonable opportunity to participate in the meeting and to vote on matters submitted, including an opportunity to communicate and to read or hear the proceedings of the meeting substantially concurrent with the proceedings. Any such director or officer so participating shall be deemed as present at the meeting.

Section 4. A quorum of the Board of Directors consists of a majority of the number of voting directors prescribed by these articles or the Bylaws. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors, provided such majority consists of at least 3 (three) directors present, is the act of the Board of Directors unless these articles or the Bylaws require the vote of a greater number of directors. A director who is present at a meeting of the Board or a committee of the Board when corporate action is taken is deemed to have assented to the action taken unless the director objects at the beginning of the meeting (or promptly upon his or her arrival) to holding it or transacting specified business at the meeting; or votes against or affirmatively abstains from the action

taken. A majority of the directors present may adjourn any meeting to another time and place.

Section 5. The annual corporate business meeting of the Corporation shall be held in the month of November at a time and place specified by the Board of Directors. At least one (1) other meeting of the Board of Directors shall be scheduled and held at another time of the year at a time and place specified by the Board of Directors. Special meetings of the Board of Directors and Executive Committee may be called by the Chairman or President/CEO or by written request of a majority of the Board of Directors, upon due notice, whenever the need shall arise.

Section 6. Unless these articles or the Bylaws provide otherwise, regularly scheduled meetings of the Board of Directors may be held without further notice of the date, time, place, or purpose of the meeting. Except where these articles or Bylaws provide for a longer or shorter period, special meetings of the Board of Directors must be preceded by at least 2 days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting unless required by these articles or the Bylaws. Provided, however, that notice of any meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 7. Action required or permitted to be taken at a Board of Directors' meeting or committee meeting may be taken without a meeting if the action is taken by all members of the Board or of the committee, except where these articles or the Bylaws may require otherwise. The action must be evidenced by one or more written consents describing the action taken and signed by each director or committee member and is effective when the last director signs the consent, unless the consent specifies a different effective date. Such consent has the effect of a meeting vote and may be described as such in any record or document.

Section 8. An Executive Committee composed of the Chairman, Vice-Chairman, Secretary, President/CEO and Treasurer may act for and on behalf of the Board of Directors between Board meetings. The Executive Committee shall have such authority as is delegated to it by the Board of Directors or as is set forth in the Bylaws. The Chief Financial Officer of the Corporation shall also participate in an advisory, non-voting capacity at all meetings of the Executive Committee.



**ARTICLE X**  
**Amendment of Articles of Incorporation**

These Articles may be amended or repealed only by a two-thirds vote of a quorum of the Board of Directors at any Board meeting conducted as provided for herein, duly called or regularly held, but conditioned on notice of such proposed changes having been provided in writing to the Board of Directors not less than thirty (30) days before such meeting. Amendments may be proposed by any member of the Board of Directors.


**ARTICLE XI**  
**Bylaws**


Bylaws of the Corporation may be adopted and amended by the Board of Directors on the same basis and in the same manner as amendments to the Articles of Incorporation as above specified, except that the time for written notice of proposed changes shall be not less than fifteen (15) days before a meeting established to vote upon same. Bylaws shall at all times be subject to these and any subsequent articles of the corporation, and unless otherwise provided by the articles, shall be deemed repealed and of no effect where contrary to the terms of the articles of incorporation as amended or restated.

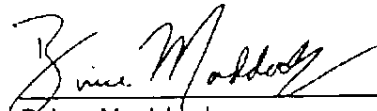
**ARTICLE XII**  
**Distribution of Assets and Dissolution**

Upon dissolution and winding up of the Corporation, the Board shall be obliged to ensure that all of its just debts and claims are paid. At the completion of such payments and consistent with Florida law, the Board shall distribute any remaining funds to one or more regularly organized and qualified charitable, scientific or educational organizations which have been ruled exempt by the Internal Revenue Service under Section 501(c)3 of the Internal Revenue Service Code, and which have similar purposes and missions as that of the Corporation, or shall be distributed to the federal government, or to a state or local government, for a similar public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization(s) as such court shall determine, or as otherwise provided by applicable law.

We, those individuals above identified as the subscribers to these Restated and Amended Articles of Incorporation, who are directors and officers of the Board of Directors of the Corporation and are who acting hereon at the direction and authority of the Board, do hereby place our signatures hereto, for the purposes above stated, confirming same by our hands and seals this 16th day of July, 2024.

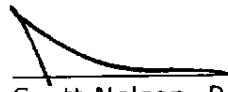
  
\_\_\_\_\_  
Jeryl Nance

  
\_\_\_\_\_  
Scott Nelson

  
\_\_\_\_\_  
Brice Maddock

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in the foregoing, I am familiar with and accept the appointment as registered agent and agree to act in this capacity in accordance with Florida law.

Date: July 16, 2024\_\_\_\_\_

  
\_\_\_\_\_  
Scott Nelson, Registered Agent