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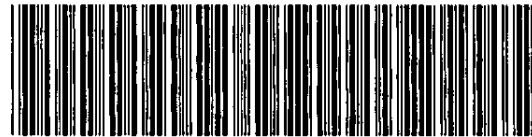


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DIVISION OF CORPORATIONS
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AUG 14 2013

T. BROWN

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Transitions Life Center & Community Inc.

DOCUMENT NUMBER: N12000004549

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

Please return all correspondence concerning this matter to the following:

Michael A Paglia III

(Name of Contact Person)

Transitions Life Center & Community Inc.

(Firm/ Company)

8285 SE 3rd Ct.

(Address)

Ocala, FL. 34480

(City/ State and Zip Code)

michael@transitionslifecenter.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael A Paglia III

(Name of Contact Person)

352

at (

266-2127

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF

TRANSITIONS LIFE CENTER & COMMUNITY, INC.

FLORIDA NON-PROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this Corporation is **TRANSITIONS LIFE CENTER & COMMUNITY, INC.**, hereinafter referred to as the "Corporation". The Corporation's principal office address is located at 8285 SE 3rd Court, Ocala, Florida 34480 and mailing address is 8285 SE 3rd Court, Ocala, Florida, 34480.

ARTICLE II

Corporate Nature

This is a non-profit Corporation, said organization 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, or corresponding section of any future federal tax code.

ARTICLE IV

Purposes

The primary purpose for which this Corporation is formed is to enrich the lives of physically and mentally impaired adults. 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.

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ARTICLE III

Organization

The Corporation, is organized pursuant to Section 237.40, Florida Statutes, as a direct-support organization. The Corporation is organized to operate exclusively to receive, hold, invest, and administer property and to make expenditures to or for the benefit of mentally and physically impaired adults.

Notwithstanding any other provisions of these Articles of Incorporation and By-laws, this Corporation is organized exclusively for mentally and physically impaired adults, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall operate as a Corporation not for profit under Chapter 617, Florida Statutes, and as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as may be amended from time to time. Accordingly, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of the purposes set forth in Article II above and this Article III. No substantial part of the activities of the Corporation shall be the carrying on or 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on or other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(#) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, 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.

ARTICLE IV

Membership

The Corporation shall have classes of membership as may be determined from time to time by the Board of Directors.

ARTICLE V

Duration

The term of existence of the Corporation is perpetual unless sooner dissolved as provided by law.

ARTICLE VI

Directors, Officers and Executive Committee

(A) Board of Directors. The affairs of the Corporation shall be managed by a Board of Directors of not less than four directors. Their number, qualifications, terms of office and manner of selection shall be fixed by the By-Laws of the Corporation duly adopted by the members.

(B) Officers. The Officers of the Corporation shall be the President, President-elect, Secretary and Treasurer; however, the By-laws may provide that the offices of the Secretary and/or Treasurer may be held by the same person. The officers shall be elected annually by the Board of Directors; shall serve for not more than two (2) years; and shall have served on the Board at least one (1) year prior to taking office.

(C) Executive Committee. There shall be an Executive Committee consisting of the Officers; the immediate Past President; and the chairs of the Standing Committee as designated by the Board of Directors. The Executive Committee shall supervise the affairs of the Corporation, including the power to authorize expenditures of the Corporation funds.

ARTICLE VII

The names and residence addresses of the subscribers and incorporators of this charter are:

Michael A. Paglia – 8285 SE 3rd Court, Ocala, FL 34480

ARTICLE VIII

Initial Officers

The names of the officers who are to manage the affairs of this Corporation until the first annual meeting of the Corporation are:

Michael A. Paglia
Linda L. Paglia

Stephen H. Mackenzie
Phyllis B. Mackenzie

ARTICLE IX

Initial Registered Agent and Office

A. The street address of the initial registered office of the Corporation is : 8285 SE 3rd Court, Ocala, FL 34480.

B. The name of the initial registered agent of the Corporation at the Corporation's initial registered office is: Michael A. Paglia.

ARTICLE X

Initial Board of Directors

The following persons shall constitute the initial Board of Directors of the Corporation until the election of their successors pursuant to the By-Laws:

Michael A. Paglia
Linda L. Paglia

Stephen H. Mackenzie
Phyllis B. Mackenzie

ARTICLE XI

By Laws

The Corporation shall have the By Laws consistent with these Articles of Incorporation. The By Laws of the Corporation are to be made, amended or rescinded by the Board of Directors as set forth in the By Laws.

ARTICLE XII

Amendment to Articles of Incorporation

Amendments to the Articles of Incorporation of the Corporation may be adopted at any regular or special meeting of the board of Directors as follows:

A. Special Meeting. Each Director shall be given at least two (2) days written notice of the date, time and place of the special meeting and that one of the purposes of the meeting is to consider amendments.

B. Regular Meeting. Each Director must be given at least two (2) days written notice that an item of business at the meeting is to consider amendments; or, in the alternative, an announcement shall be made at the regular meeting immediately prior to the regular meeting that one of the items of business at the next regular meeting is to consider amendments and such announcement shall be noted in the minutes of the meeting.

C. These Amended Articles of Incorporation may be amended by a two-thirds (2/3) vote of Directors present.

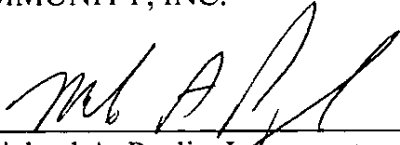
ARTICLE XIII

Dissolution

Upon the dissolution of the Corporation, all of the remaining assets of this Corporation shall be distributed to Hillcrest School of Ocala, Florida, and if the Hillcrest School of Ocala, Florida is not then in existence, then for such one or more exempt purposes within the meaning of Section 501(c)(3) of the code, or corresponding section of any future federal tax laws, or shall be distributed to federal, state or local governments for public purposes. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes.

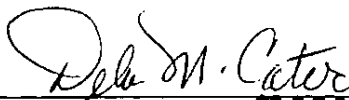
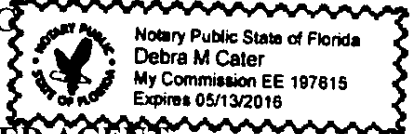
IN WITNESS WHEREOF, these Amended Articles of Incorporation have been executed this the 1st day of August, 2013

TRANSITIONS LIFE CENTER &
COMMUNITY, INC.

By: 
Michael A. Paglia, Incorporator

STATE OF FLORIDA
COUNTY OF MARION

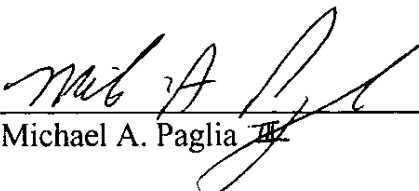

The foregoing instrument was acknowledged before me on the 5 day of August, 2013 by Michael A. Paglia, Incorporator of Transitions Life Center & Community, Inc. who is personally known to me or has produced FL DL P240541654260 as identification.


NOTARY PUBLIC 

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for **TRANSITIONS LIFE CENTER & COMMUNITY, INC.**, I hereby accept the designation and agree to act as the Registered Agent of said Corporation.

DATED this 1st day of August, 2013.


Michael A. Paglia 

The date of each amendment(s) adoption: August 1, 2013, if other than the date this document was signed.

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(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated August 1, 2013

Signature 

(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 A Paglia

(Typed or printed name of person signing)

President

(Title of person signing)