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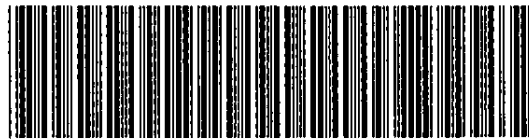
(Business Entity Name)

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π 06/11/13

# BRENTWOODY

ATTORNEY/COUNSELOR AT LAW

Brent A. Woody, P.L.  
Of Counsel, Christmas Spano & Owen, P.A.

Reply to:

P.O. Box 2282  
Tarpon Springs, Florida 34688

Office:

53 West Tarpon Avenue  
Tarpon Springs, Florida 34689

(727) 940-2282 • direct line  
(727) 361-9931 • fax  
brent@brentwoodylaw.com

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June 5, 2013

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

Re: Filing Articles of Incorporation for:  
BREATHE LIFE MOVEMENT, INC.

Dear Sir/Madam:

Enclosed please find the following:


1. One original and a copy of the Articles of Incorporation of the referenced nonprofit corporation.
2. A check in the amount of \$78.75 made payable to the Florida Department of State to cover the appropriate fees.

Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation to my office. If you have any questions whatsoever, please do not hesitate to contact me.

Thank you for your assistance in this matter.

Sincerely,

BRENT A. WOODY, P.L.



Brent A. Woody

Enclosures  
BAW/ps

**ARTICLES OF INCORPORATION OF  
BREATHE LIFE MOVEMENT, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE 1 - Name**

The name of the Corporation is as follows: BREATHE LIFE MOVEMENT, INC. (hereinafter referred to as the "Corporation")

**ARTICLE 2 - Address**

The address of the principal office and the mailing address of the Corporation is: 408 Pilaklakaha Avenue, Auburndale, Florida 33823.

**ARTICLE 3 - Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is: 53 West Tarpon Avenue, Tarpon Springs, Florida 34689. The name of its initial registered agent at that address is: BRENT A. WOODY.

**ARTICLE 4 - Not For Profit**

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. 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 directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

**ARTICLE 5 - Duration**

The duration of the Corporation is perpetual, unless dissolved according to law.

13 JUN 10 PM 3:14  
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## **ARTICLE 6 – Purposes**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) in order to restore victims of human trafficking to the life they were meant to live physically, emotionally, and spiritually. The Corporation will create a rehabilitative system which protects and empowers victims as they transition from a place of desperation to one of hope. The Corporation will also seek to further community and organizational awareness of the critical issues associated with human trafficking through education, resources, and the establishment of strategic community alliances.

## **ARTICLE 7 – Powers**

Solely for the above purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

## **ARTICLE 8 – Limitation**

1. The Corporation will distribute its income for each tax

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year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by 26 U.S.C.A. § 4942, or the corresponding section of any future federal tax code.

2. The Corporation will not engage in any act of self-dealing as defined in 26 U.S.C.A. § 4941(d), or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in 26 U.S.C.A. § 4943(c), or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in such manner as to subject it to tax under 26 U.S.C.A. § 4944, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditures as defined in 26 U.S.C.A. § 4945(d), or the corresponding section of any future federal revenue code.

6. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), directors 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 6 (Purposes) of these Articles.

#### **ARTICLE 9 - Tax Exempt Status**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3). These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### **ARTICLE 10 - Dissolution**

13 JUN 10 PM 3:1  
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On the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

#### **ARTICLE 11 - Initial Board of Directors**

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The names and addresses of those persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
LOGAN MERRICK	408 Pilaklakaha Avenue Auburndale, Florida 33823
ROBERT BECKMAN	408 Pilaklakaha Avenue Auburndale, Florida 33823
JAMES GAWLOWICZ	408 Pilaklakaha Avenue Auburndale, Florida 33823
EDWARD NORRIS	408 Pilaklakaha Avenue Auburndale, Florida 33823

#### **ARTICLE 12 - Officers**

13 JUN 10 PM 3:14  
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The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

#### **ARTICLE 13 - Incorporator**

The name and street address of the sole incorporator is BRENT A. WOODY, 53 West Tarpon Avenue, Tarpon Springs, Florida 34689.

#### **ARTICLE 14 - Bylaws**

The bylaws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### **ARTICLE 15 - Amendment**

The Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

#### **ARTICLE 16 - Indemnification and Civil Liability Immunity**

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### **Article 17 - Commencement of Corporate Existence**

The date when corporate existence shall commence is the date of filing of these articles of incorporation with the Florida Department of State.

The undersigned incorporator has signed these articles of incorporation on June 5, 2013.

  
BRENT A. WOODY

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**CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned Corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the Corporation:

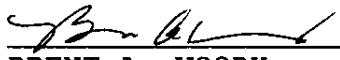
BREATHE LIFE MOVEMENT, INC.

2. Name and address of the registered agent and office:

BRENT A. WOODY  
53 West Tarpon Avenue  
Tarpon Springs, Florida 34689

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.

Dated: June 5, 2013

  
BRENT A. WOODY

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STATE DEPT OF STATE  
TALLAHASSEE, FLORIDA