

N13000010443

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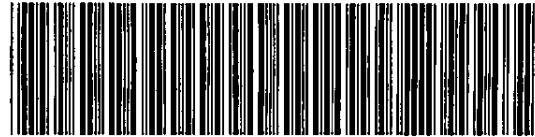
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R. WHITE

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14 FEB 24 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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DIVISION OF CORPORATIONS
TALLAHASSEE FL

January 31, 2014

CARRIE ELK
3750 GUNN HWY
TAMPA, FL 33618

SUBJECT: ELK INSTITUTE FOR PSYCHOLOGICAL HEALTH &
PERFORMANCE, INC.
Ref. Number: N13000010443

We have received your document for ELK INSTITUTE FOR PSYCHOLOGICAL HEALTH & PERFORMANCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Articles of incorporation for this entity are already filed with this office. Therefore, new articles of incorporation cannot be filed. Please indicate the specific article in which you are amending on the articles of amendment form. Also, page 4 of the amendment document is missing. This page must be completed and included in the articles of amendment. Lastly, the document is illegible and unacceptable for imaging. Please either type or rewrite in handwriting that is neat and legible.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 414A00002184

FILED
FEB 24 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended
ARTICLES OF INCORPORATION OF
ELK INSTITUTE FOR PSYCHOLOGICAL HEALTH & PERFORMANCE, INC.
A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certifies:

ARTICLE I
NAME AND ADDRESS

The name of this Corporation is ELK INSTITUTE FOR PSYCHOLOGICAL HEALTH & PERFORMANCE, INC. The mailing address of the Corporation is: 3750 Gunn Highway, suite 309, Tampa, Florida 33618. The address of the Corporation's principal office is: 3750 Gunn Highway, Tampa, Florida 33618.

ARTICLE II
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable, literary and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now or hereafter amended ("Code"), or as an organization, contributions to which are deductible under Code Section 170(c)(2).

2. 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 be empowered to make the election authorized under Code Section 501 (h). 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. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principle and/or income therefrom or distribute the same for the above purposes.

ARTICLE III
LIMITATIONS

1. 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 III hereof. 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 or in opposition to 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 Code Section 501(c)(3), or the corresponding section of any future federal tax code of (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or the corresponding

section of any future federal tax code. Such corporations described in the prior sentence are "qualified organizations."

2. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Code Section 4942, or the corresponding section of any future federal tax code.

3. The Corporation will not engage in any act of self-dealing as defined in Code Section 4941(d), or the corresponding section of any future federal tax code.

4. The Corporation will not retain any excess business holdings as defined in Code Section 4943(c), or the corresponding section of any future federal tax code.

5. The Corporation will not make any investments in a manner as to subject it to tax under Code Section 4944, or the corresponding section of any future federal tax code.

6. The Corporation will not make any taxable expenditures as defined in Code Section 4945, or the corresponding section of any future federal tax code.

ARTICLE IV **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes with the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to as state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization 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 V **MEMBERS: DIRECTORS**

1. The Corporation shall not have any members.

2. The term, voting rights qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

3. The persons who shall serve until the first election of Directors are as follows:

<u>Name</u>	<u>Address</u>
CARRIE ELK	3750 Gunn Highway, Tampa, FL 33618
ANDY BUTTERFIELD	7503 S. Westshore Blvd, Tampa, FL 33629
KIMBERLY SWIFT	7619 Lake Cypress Drive, Odessa, FL 33556

ARTICLE VI **AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE VII **BYLAWS**

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE VIII **INTERNAL REVENUE CODE SECTIONS**

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE IX **INDEMNIFICATION**

Each Director and each officer or former Director or former officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of Directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE X **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is: 320 W. Kennedy Blvd., #700, Tampa, Florida 33606, and the name of the initial registered agent of this Corporation at that address is Craig E. Rothburd.

ARTICLE XI
INCORPORATOR

The name and address of the person signing these Articles as Incorporator: Carrie A. Elk, PHD,
LMHC, 3750 Gunn Hwy, Tampa, FL 33618

IN WITNESS WHEREOF, the undersigned has subscribed his name this 1 day of
January, 2014, at Tampa, Florida.


CARRIE A. ELK, PHD, LMHC

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First that ELK INSTITUTE FOR PSYCHOLOGICAL HEALTH & PERFORMANCE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Tampa, County of Hillsborough, State of Florida has named Craig E. Rothburd, Esquire, 320 W. Kennedy Blvd., Suite 700, Tampa, Florida, 33606, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process with this state.

**ACKNOWLEDGEMENT OF REGISTERED AGENT AND DUTIES
PURSUANT TO SECTION 617.0503, FLORIDA STATUTES**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 617, Florida Statutes relative to keeping open said office.


Craig E. Rothburd