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MAY 16 2014  
C. CARROTHERS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Opus Solutions, Inc.

DOCUMENT NUMBER: N14000000429

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

Please return all correspondence concerning this matter to the following:

Wendy M. Rohlf - Darlow  
(Name of Contact Person)

OPUS Solutions, Inc.  
(Firm/ Company)

5500 N. Atlantic Avenue, Suite 101  
(Address)

Cocoa, Beach, Florida 32931  
(City/ State and Zip Code)

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

For further information concerning this matter, please call:

Wendy M. Rohlf - Darlow at ( 321 ) 652-7736  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

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

- |  |   |   |  |
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| <input type="checkbox"/> \$35 Filing Fee | <input checked="" type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>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

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION OF  
OPUS SOLUTIONS, INC.**

**ARTICLE I**

**NAME**

**1.01 Name**

The name of this corporation shall be **Opus Solutions, Inc.**

**ARTICLE II**

**2.01 Principal place of business**

5500 N. Atlantic Avenue, Suite 101

Cocoa Beach, Florida 32931

**ARTICLE III**

**PURPOSE**

**3.01 Purpose**

**Opus Solutions, Inc.** is a non-profit corporation and shall operate to provide employment and staffing services to the hospitality industry. The staffing services shall provide employment for the very low, low and moderate income persons with special emphasis and effort to hire veterans. This non-profit corporation shall also buy, rent, lease, sell, and manage real estate for the benefit of the very low, low and moderate income families and individuals. The corporation shall operate for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

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## **ARTICLE IV**

### **NON-PROFIT NATURE**

#### **4.01 Non-profit Nature**

**Opus Solutions, Inc.** is not organized and shall not be operated for pecuniary gain or profit.

**Opus Solutions, Inc.** is organized exclusively for charitable and educational 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. No part of the net earnings of **Opus Solutions, Inc.** 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

**Opus Solutions, Inc.** is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of **Opus Solutions, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the **Opus Solutions, Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of

any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the **Opus Solutions, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of the **Opus Solutions, Inc.** and cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the **Opus Solutions, Inc.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V**

### **BOARD OF DIRECTORS**

#### **5.01 Governance**

**Opus Solutions, Inc.** shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be:

Joseph S. Herren,PD  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931

Wendy M. Rohlf-Darlow,SD  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931

Michael A. Kalember, TD  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931

## **ARTICLE VI**

### **MEMBERSHIP**

#### **6.01 Membership**

**Opus Solutions, Inc.** shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII**

### **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII**

### **ADDRESSES OF THE CORPORATION**

#### **8.01 Corporate Address**

The physical address of the corporation is:

5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931

The mailing address of the corporation is:

5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931

## **ARTICLE IX**

### **Appointment of registered agent**

#### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Wendy M. Rohlfs-Darlow  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931

## ARTICLE X

### INCORPORATOR

The incorporators of the corporation are as follow:

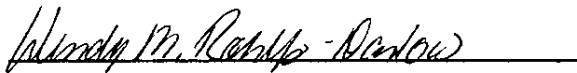
Wendy M. Rohlfs-Darlow  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931

### **Certificate of Adoption of Articles of Incorporation**

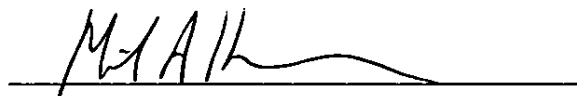
We, the undersigned, do hereby certify that the above stated Articles of Incorporation of **Opus Solutions, Inc.** were approved by the board of directors on **April 24, 2014**, and constitute a complete copy of Articles of Incorporation of the **Opus Solutions, Inc.**



Joseph S. Herren, PD  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931



Wendy M. Rohlfs-Darlow, SD  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931



Michael A. Kalember, TD  
5500 N. Atlantic Avenue, Suite 101  
Cocoa Beach, Florida 32931



**Acknowledgment of consent to appointment as registered agent**

I, Wendy M. Rohlfs-Darlow, agree to be the registered agent for **Opus Solutions, Inc.** as appointed herein.

Wendy M. Rohlfs-Darlow

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