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## ARTICLES OF INCORPORATION OF GO LIVE FULLY, INC. (A Corporation Not for Profit)

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

## I. NAME OF CORPORATION

The name of the Corporation shall be Learn Live Life Inc. (hereinafter the "Corporation").

### II. ADDRESS OF PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation are 155 Office Plaza, Tallahassee, Florida 32301.

## III. PURPOSES

This Corporation is formed solely and entirely as a non-profit Corporation organized to transact business and conduct activities in furtherance of the educational objectives and purposes of the Corporation and its members. The Corporation is authorized to undertake activities which is consistent with those purposes and to undertake other lawful activities permitted under and pursuant to Chapter 617, Florida Statutes.

#### IV. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting at least 3 members and not more than 25 members. The number and election of the Directors shall be as provided in the Bylaws of the Corporation. The initial Board of Directors shall be composed of:

Ann Bowman 155 Office Plaza Tallahassee, FL 32301

Pia Penders-Hayslip 155 Office Plaza Tallahassee, FL 32301 Lynne Roberts 155 Office Plaza Tallahassee, FL 32301

Joey Gans 155 Office Plaza Tallahassee, FL 32301

## V. POWERS AND LIMITATIONS

To accomplish the foregoing objectives and purposes, and for no other purpose, the Corporation shall have powers granted by Section 617.0302, Florida Statutes, as amended from time to time, along with the following powers, all subject to the limitations hereafter provided:

- A. To establish and collect membership dues and other funds necessary to operate and further the activities of the Corporation.
- B. To create and control other Corporations, foundations or organizations deemed advisable to best accomplish the purposes of this Corporation.
- C. To acquire by purchase, lease, contract, or otherwise any property, real, personal or mixed, including interests in oil, gas and other minerals, stocks, bonds, notes, and other interests or obligations of Corporations, partnerships, or other business organizations.
- D. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets, real or personal, on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property, real, personal, or mixed, as appears advisable and as permitted of Corporations and foundations by law, and if deemed advisable by the Board of Directors, the Corporation may enter into any general, special or limited partnership as a general, special or limited partner.
- E. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the Board of Directors and in furtherance of the purposes of the Corporation.
- F. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the Corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and or property of any nature which the Corporation may have.
- G. In fulfilling its objectives and purposes, as hereinabove set out, and its powers, the Corporation shall be subject to the following limitations:

(1) At no time, either on dissolution or prior thereto, shall any part of the funds or assets of the Corporation inure to the benefit of any private individual (other than by grants in aid in conformity with the purposes hereinabove enumerated), nor be used for the purpose of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall at no time participate in or intervene in any way, including the publishing or distribution of statements, in any political campaign on behalf of any candidate for public office.

#### VI. <u>INDEMNIFICATION</u>

None of the Directors shall be required to furnish any bond or surety and none of them shall be responsible or liable for the acts of omissions of any other director or predecessor director. The Corporation shall indemnify and hold the Directors harmless against any claims, suits or damages, including attorney's fees incurred in carrying out their duties for this Corporation. No Director shall be responsible for any action taken as a Director, officer or employee of the Corporation unless said action is proved to constitute criminal. Corporation hereby agrees to indemnify, defend (with counsel selected by Corporation, approved by Director, with such approval not unreasonably withheld), protect and hold harmless Directors from and against any and all claims, demands, losses, damages, liabilities, fines, penalties, charges, administrative and judicial proceedings and orders, judgments, remedial action and compliance requirements of any kind, and all costs and expenses incurred in connection therewith, including, without limitation, actual attorneys' fees and costs of defense and costs and expenses of all experts and consultants (collectively, the "Losses"), arising directly or indirectly, in whole or in part, from any activities taken in the capacity as a Director of this Corporation.

The Directors shall have all the powers, except as herein limited, as provided by common law and by the State of Florida and such other states as the Corporation may function in, including the advancement of education as it relates to freedom of the practice of religion and including the power to adopt by-laws to govern the conduct of its business.

#### VII. TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual unless dissolved according to law.

#### VIII. <u>MEMBERSHIP</u>

The Corporation shall consist of general membership which may be evidence by a Certificate of Membership which shall contain the statement printed permanently on the face of the certificate that The Corporation is a non-profit corporation. The criteria for membership shall be as set forth in the Bylaws of the Corporation.

#### **BYLAWS**

The initial Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded by the Directors in the manner provided by such Bylaws.

## X. REGISTERED AGENT & REGISTERED OFFICE

The registered agent and registered office of the Corporation shall be Florida Filing and Search, Inc. located at 155 Office Plaza, Tallahassee, FL 32301.

#### XI. INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

Ann Bowman 155 Office Plaza Tallahassee, FL 32301

#### XI. AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, according to law. The Articles of Incorporation may be amended by a two-thirds vote of the Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27 day of February 2014.

Ann Bowman, Incorporator

#### Registered Agent Acceptance:

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

Florida Filing and Search, Inc.