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YOGA 4 CHANGE INCORPORATED

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

16 JUN - 9 AM 6:50

FILED

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Yoga 4 Change, Incorporated Amended and Restated Articles of Incorporation
EIN 46-4993274

16 JUN -9 AM 6:50

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Yoga 4 Change Incorporated

A Florida Not-for-profit Corporation

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Yoga 4 Change, Incorporated ("Yoga 4 Change").

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

Yoga 4 Change, Incorporated is a Florida not-for-profit corporation and shall be operated exclusively for religious, scientific, literary, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code (the "Code"). Specifically, and without limiting the generality of the preceding sentence, Yoga 4 Change is organized primarily to promote healthy living and foster self-confidence among veterans, inmates, at-risk youth and those suffering from addiction through the practices and teachings of yoga. Yoga 4 Change will train veterans, inmates, at-risk youth and those suffering from addiction in the practices of yoga. Yoga 4 Change will educate its practitioners by teaching them about self-empowerment, healthy living and methods to positively contribute to society. Additionally, Yoga 4 Change will seek to educate the general public on the benefits of yoga.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

Yoga 4 Change, Incorporated shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by the Florida Not For Profit Corporation Act including all those things necessary or expedient in the furtherance of Yoga 4 Change's purposes, which are necessary and desirable to carry out the purposes and responsibilities of Yoga 4 Change.

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Notwithstanding the generality of the foregoing, the powers of Yoga 4 Change shall be subject to the following limitations and restrictions:

(a) No part of the net earnings of Yoga 4 Change, Incorporated 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;

(b) 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; and

(c) No substantial part of the activities of Yoga 4 Change shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Yoga 4 Change shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Yoga 4 Change, Incorporated 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. Yoga 4 Change shall indemnify its officers and directors to the full extent permitted by the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of Yoga 4 Change as specified herein or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

4.03 Corporate Liquidation and Dissolution

Upon liquidation or dissolution, the assets of Yoga 4 Change, Incorporated, after all debts and liabilities are paid, shall be distributed in furtherance of Yoga 4 Change's purposes contained in these Articles, including a distribution to a government entity or an organization exempt from federal income tax under Section 501(c)(3) of the Code. In no event shall any liquidating distribution inure to the benefit of a private individual or for-profit corporation. If for any reason the liquidating distributions cannot be made in accordance with the preceding sentence, upon order of a court of competent jurisdiction, distributions shall be made to another organization to be used in such manner as in the judgment of the court will best accomplish the charitable purposes of Yoga 4 Change.

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ARTICLE V BOARD OF DIRECTORS

5.01 Governance

Yoga 4 Change, Incorporated shall be governed by its board of directors.

5.02 Directors

Yoga 4 Change shall have the number of Directors as set forth in the Bylaws, provided, however, there shall never be less than three (3). The Directors shall be elected and shall serve terms as provided in the Bylaws.

ARTICLE VI MEMBERSHIP

6.01 Membership

Yoga 4 Change, Incorporated 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 address of the corporation is:

Yoga 4 Change Incorporated
665 10th Place South
Jacksonville Beach, Florida
32250

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The mailing address of the corporation is:

Yoga 4 Change Incorporated
P.O. Box 330117
Atlantic Beach, Florida
32233

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent

The registered agent of the corporation shall be:

Kathryn Thomas
665 10th Place South
Jacksonville Beach, Florida
32250

ARTICLE X
INCORPORATOR

The incorporators of the corporation are as follow:

Kathryn Thomas
665 10th Place South
Jacksonville Beach, Florida
32250

ARTICLE XI
ADOPTION AND APPROVAL


The foregoing Amended and Restated Articles of Incorporation were unanimously adopted and approved by Yoga 4 Change's Board of Directors in accordance with Section 617.1006(4), Florida Statutes, on April 20th 2016. The number of votes cast by the directors for the amendments contained in the foregoing Amended and Restated Articles of Incorporation were sufficient for approval of the same.

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**CERTIFICATE OF ADOPTION OF AMENDED AND RESTATED ARTICLES
OF INCORPORATION**

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Amended and Restated Articles of Incorporation this 20th day of April, 2016, for the purpose of incorporating as a corporation not-for profit under the laws of the State of Florida.

By: 
Name: Kathryn Thomas
Title: President - Yoga 4 Change

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**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Kathryn Thomas, agree to be the registered agent for Yoga 4 Change Incorporated as appointed herein.


Kathryn Thomas, Registered Agent

Date: April 20th, 2016