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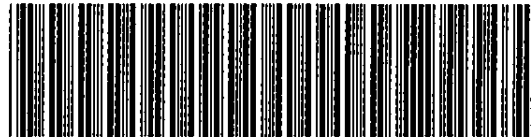
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COVER LETTER

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

SUBJECT: Living Hope Counseling of Southwest Florida, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Michael D. Randolph, Esq.
Name (Printed or typed)

8889 Pelican Bay Blvd., Suite 400
Address

Naples, FL 34108
City, State & Zip

239-552-4810
Daytime Telephone number

michael.randolph@gray-robinson.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION OF
LIVING HOPE COUNSELING OF SOUTHWEST FLORIDA, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: LIVING HOPE COUNSELING OF SOUTHWEST FLORIDA, INC. (the "Corporation"), a Florida not for profit corporation.

ARTICLE II - PURPOSES

This Corporation is organized exclusively for charitable, religious, educational, and scientific 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 of 1986, as amended. The Corporation will provide mental health, life coaching and related services to all persons from a Biblical, Christian based counseling prospective. The Corporation's purposes include, but are not limited to, empower and equip individuals with the resources and tools necessary to create change so they might live a holy and grace filled life.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 distributing of statements) any political campaign on behalf of 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 Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or (b) 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, nor shall the Corporation engage in subversive activities.

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The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected by a majority vote of the Board of Directors. The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. Each Officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his or her election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

ARTICLE VII - NAMES OF OFFICERS

The names of the initial officers who are to serve until the first election under the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Kenneth P. Walker	President
Mahlan Houghton	Vice President
Sean Ellis	Secretary / Treasurer

ARTICLE VIII - BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3); provided, however, that the number of directors is expected to expand as provided for in the Corporation's Bylaws. The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Kenneth P. Walker	11500 Compass Point Drive Fort Myers, FL 33908
Mahlan Houghton	3445 Avocado Drive Fort Myers, FL 33901
Sean Ellis	5664 Jerez Court Fort Myers, FL 33919
Bill Enslen	416 Norwood Court Fort Myers, FL 33919
Shelia Kagan	18741 South River Road Alva, FL 33920

The number of directors shall be fixed in the Bylaws of this Corporation but shall not be less than five (5). Directors shall be elected as provided in the Bylaws of this Corporation.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

11500 Compass Point Drive
Fort Myers, Florida 33908

The name of the registered agent of this Corporation shall be:

Michael D. Randolph
8889 Pelican Bay Blvd., Suite 400
Naples, FL 34108

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this Corporation shall be:

11500 Compass Point Drive
Fort Myers, Florida 33908

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Michael D. Randolph
8889 Pelican Bay Blvd., Suite 400
Naples, Florida 34108

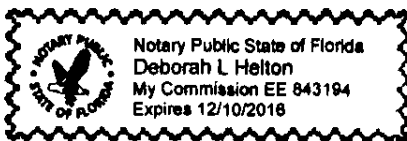
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 28th day of May, 2014.

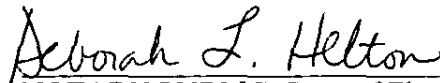

Michael D. Randolph, Incorporator

STATE OF FLORIDA
COUNTY OF LEE

The foregoing Articles of Incorporation were acknowledged before me this 28th day of May, 2014, by Michael D. Randolph, ☒ who is personally known to me or ☐ who produced a Florida driver's license as identification and who did not take an oath.

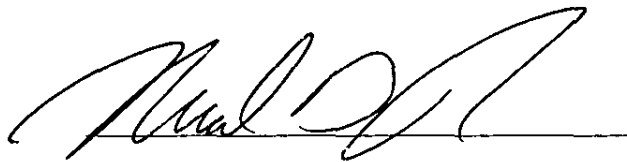
(Affix Notary Seal)




NOTARY PUBLIC, State of Florida
Print Name: Deborah L. Helton
My commission expires: 12-10-2016

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.



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SECRETARY OF CORP. & BUS.
DIVISION OF CORP. & BUS.