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TALLAHASSEE, FLORIDA

2/16/15

Nowell, Bayer & Maguire

Flagler Law Attorneys

Website: www.flaglerlaw.com

Sidney M. Nowell, P.A.
Dennis K. Bayer, Esq.
Matthew C. Maguire, Esq.

Reply to:
Flagler Beach
109 South 6th Street, Suite 200
Flagler Beach, FL 32136
Tel: 386-439-2332
Fax: 386-439-6522

February 3, 2015

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Lifecoast Foundation, Inc.

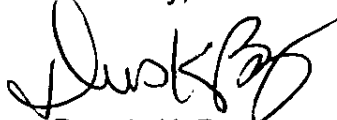
Dear Sir or Madam:

Enclosed please find original and one copy of the Articles of Incorporation for Lifecoast Foundation, a non-profit corporation. Also enclosed is our check in the amount of \$78.75 (\$35.00 filing fee, \$35.00 Designation of Registered Agent and \$8.75 for a certified copy.)

Please return the certified copy to me at the address shown above.

Thank you.

Sincerely,



Dennis K. Bayer

DKB:sk
Enc.

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 10, 2014

DENNIS K. BAYER, ESQUIRE
109 SOUTH 6TH STREET
SUITE 200
FLAGLER BEACH, FL 32136

SUBJECT: LIFECOAST FOUNDATION, INC.
Ref. Number: W14000036027

We have received your document for LIFECOAST FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of incorporation of a nonprofit corporation must be prepared in compliance with section 617.0202, Florida Statutes. Please refer to that section of the law for assistance.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please remove Amended and Restated Articles of Incorporation from the registered agent acceptance.

Please return the corrected original and one copy of 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) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 114A00012525

ARTICLES OF INCORPORATION

OF

LIFECOAST FOUNDATION, INC
a non-profit Florida corporation

FILED

15 FEB 10 PM 4: 26

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

(Pursuant to Chapter 617, Florida Statutes.)

The undersigned has this day signed these articles of incorporation for the purpose of forming a non-profit corporation under the laws of Florida and adopts the following Amended and Restated Articles of Incorporation.

1. Name. The name of this corporation is LIFECOAST FOUNDATION, INC. The duration of the corporation shall be perpetual.
2. Tax-Exempt Status. The corporation reserves the right to seek 501(c)(3) status in the future. The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under '501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in '501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
3. Tax-Exempt Status. The corporation reserves the right to seek 501(c)(3) status in the future. The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under '501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

4. Initial Objectives. This corporation is organized exclusively for charitable or religious purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax codes).

The specific objective of this corporation is to assist in the creation of a family center and worship center and related entities. Lifecoast Foundation was created to establish a community center focused on providing family activities and a Christian worship center. The activities will include daycare, fitness programs, educational programs and religious meetings. The activities will be open to the general public of Flagler County, Florida and its surrounding counties with the emphasis on promoting healthy families, both spiritually and physically. Such Center would provide the Flagler county residents with a family-focused daycare, fitness programs, educational programs and other such opportunities. .

5. Powers. In furtherance of its objectives and to provide funds therefore, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:
 - a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
 - b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property -- real, personal or mixed -- of any kind, nature or description.
 - c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.
 - d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
 - e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

g. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.

h. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

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

j. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.

k. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

l. To establish terms and conditions of membership in the corporation.

m. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

6. Non-Profit Status. This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided,

however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

7. Classes of Membership. The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

8. Registered Agent. This corporation appoints Dennis Bayer 109 S 6th St # 200, Flagler Beach, FL 32136 as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

9. Known Place of Business. The known place of business of the corporation shall be: 4882 Palm Coast Parkway NW, #1, Palm Coast, FL 32164 and at such other places as from time to time may be selected by the Board of Directors.

10. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

Gregory Schnepf, Chairman
23 Greenbriar Court
Palm Coast, FL 32137

Teresa Rogers, Vice Chairman
761 E. Int'l Speedway Blvd
DeLand, FL 32724

David Blackwell, Sec/Treasurer
9 Carollo Court
Palm Coast, FL 32137

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

11. Incorporator. The name and address of the undersigned incorporator is: Dennis K. Bayer, 109 S. 6th St., #200, Flagler Beach FL 32136

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

12. Indemnification of Officers, Directors, Employees, and Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

13. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles 5 and 12 hereof shall not be altered or amended in any manner or way whatsoever.

14. Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this tax-exempt organization's ("hereinafter "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer for director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but

not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(A) Definitions:

1. Interested Person: Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

a. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

b. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(B) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(C) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(D) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(E) Violations of the Conflicts of Interest Policy.

(1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(F) Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

(1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(G) Compensation.

(1) A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(4) Individuals who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters.

(H) Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy.
- b. has read and understands the policy.
- c. has agreed to comply with the policy; and
- d. understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

(I) Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

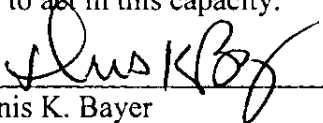
(2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(J) Use of Outside Experts

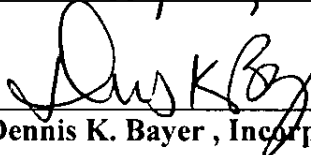
When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

IN WITNESS WHEREOF, the following incorporator has signed these Articles of Incorporation this date: February 5, 2015

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.


Dennis K. Bayer

Date: February 5, 2015


Dennis K. Bayer, Incorporator

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15 FEB 10 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA