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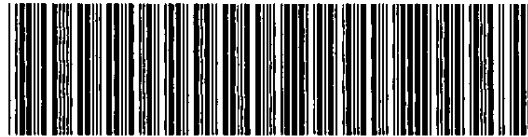
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2015 JUL 16 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

JUL 17 2015

T. BROWN

BRENT A. WOODY, P.L.

*Attorney at Law*

P.O. BOX 2282  
TARPON SPRINGS, FLORIDA 34688  
(727) 940-2282  
(727) 361-9931 FACSIMILE

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June 16, 2015

Dept. of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: N.G.S., Inc.

Dear Sir/Madam:

Enclosed for filing, please find the Nonprofit Articles of Incorporation of N.G.S., Inc. Also enclosed is my firm check in the sum of \$78.75 to cover the appropriate filing fees, along with a certified copy.

Should you have any questions, please don't hesitate to contact me at (727) 940-2282 or by email at [brent@brentwoodylaw.com](mailto:brent@brentwoodylaw.com).

Sincerely,



Brent A. Woody

Enc.  
BAW/nh

**BRENTWOODY**  
ATTORNEY/COUNSELOR AT LAW

Brent A. Woody, P.L.  
Of Counsel, Spano & Woody, P.A.

Reply to: P.O. Box 2282  
Tarpon Springs, Florida 34688

Office: 53 West Tarpon Avenue  
Tarpon Springs, Florida 34689

(727) 940-2282 • direct line  
(727) 361-9931 • fax  
brent@brentwoodylaw.com

July 14, 2015

Dept. of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Pasco Healing Minds, Inc.  
Ref. Number W15000043897

Dear Sir/Madam:

Enclosed for filing, please find the Nonprofit Articles of Incorporation of Pasco Healing Minds, Inc. Also enclosed is the correspondence recently received from the Department of State regarding the registered agent designation and the name of the corporation.

Should you have any questions, please don't hesitate to contact me at (727) 940-2282 or by email at [brent@brentwoodylaw.com](mailto:brent@brentwoodylaw.com).

Sincerely,

BRENT A. WOODY, P.L.



Brent A. Woody

Enc.  
BAW/ps

RECEIVED  
15 JUL 16 PM 3:04



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 25, 2015

BRENT A WOODY, P.L.  
PO BOX 2282  
TARPON SPRINGS, FL 34688

SUBJECT: N.G.S., INC.  
Ref. Number: W15000043897

We have received your document for N.G.S., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Please return 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.

Teresa Brown  
Regulatory Specialist II

Letter Number: 915A00013426

**ARTICLES OF INCORPORATION OF  
PASCO HEALING MINDS, INC.**

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2015 JUL 16 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not-For-Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

**ARTICLE 1 – Name**

The name of the Corporation is as follows: PASCO HEALING MINDS, INC. (hereinafter referred to as the “Corporation”)

**ARTICLE 2 – Address**

The address of the principal office of the Corporation is: 1422 Appleton Place, Wesley Chapel Florida, 33543. The mailing address of the Corporation is: 1422 Appleton Place, Wesley Chapel Florida, 33543.

**ARTICLE 3 – Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is: 53 West Tarpon Avenue, Tarpon Springs, Florida 34689. The name of its initial registered agent at that address is: BRENT A. WOODY.

**ARTICLE 4 – Not For Profit**

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C.A. § 501(c)(3) (referred to below as "code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C.A. § 501(c)(3).

**ARTICLE 5 – Duration**

The duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE 6 – Purposes**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law). To further the Corporation's charitable and educational purposes, the Corporation will work to empower those who struggle with mental health disorders and trauma resulting from sexual abuse, sexual

assault, sexual violence and/or domestic violence. The Corporation will provide education services to the community, designed to provide preventative education on sexual and/or domestic violence as well as education in responding to families who struggle with mental health disorders. The Corporation will also seek to improve the lives of survivors through an empowerment model of intervention services and consultations. The Corporation may engage in other activities as determined by the Corporation's board of directors and that further the Corporation's charitable and educational purposes.

#### **ARTICLE 7 – Powers**

Solely for the above purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

#### **ARTICLE 8 – Limitation**

1. The Corporation will distribute its income for each tax year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by 26 U.S.C.A. § 4942, or the corresponding section of any future federal tax code.

2. The Corporation will not engage in any act of self-dealing as defined in 26 U.S.C.A. § 4941(d), or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in 26 U.S.C.A. § 4943(c), or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in such manner as to subject it to tax under 26 U.S.C.A. § 4944, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditures as defined in 26 U.S.C.A. § 4945(d), or the corresponding section of any future federal revenue code.

6. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), directors or officers, but 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 6 (Purposes) of these Articles.

#### **ARTICLE 9 - Tax Exempt Status**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. § 501(a) as an organization described in 26 U.S.C.A. § 501(c)(3). These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C.A. § 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### **ARTICLE 10 – Dissolution**

On the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the above purposes of the Corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C.A. § 170(c)(1) or 26 U.S.C.A. § 170(c)(2)(B) and is described in 26 U.S.C.A. § 509(a)(1), (2) or (3).

#### **ARTICLE 11 – Initial Board of Directors**

There shall be a board of directors consisting of at least three individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

The names and addresses of those persons who are to serve as initial directors are as follows:

Name

Address

Mary Rivera- Gibson

1422 Appleton Place  
Wesley Chapel, Florida 33543

Jodi Nettleton

1422 Appleton Place  
Wesley Chapel, Florida 33543

Jeffrey B. Smialek

1422 Appleton Place  
Wesley Chapel, Florida 33543

#### **ARTICLE 12 – Officers**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

#### **ARTICLE 13 – Incorporator**

The name and street address of the sole incorporator is Brent A. Woody, 53 West Tarpon Avenue, Tarpon Springs, Florida 34689.

#### **ARTICLE 14 – Bylaws**

The bylaws of the Corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### **ARTICLE 15 – Amendment**

The Corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

#### **ARTICLE 16 – Indemnification and Civil Liability Immunity**

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### **Article 17 – Commencement of Corporate Existence**

The date when corporate existence shall commence is the date of filing of these articles of incorporation with the Florida Department of State.



The undersigned incorporator has signed these articles of incorporation on July 14, 2015.

  
BRENT A. WOODY

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned Corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. Name of the Corporation:

PASCO HEALING MINDS, INC.

2. Name and address of the registered agent and office:

BRENT A. WOODY  
53 West Tarpon Avenue  
Tarpon Springs, Florida 34689

FILED  
2015 JUL 16 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated Corporation at the place designated in this statement, accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 15, 2015

  
BRENT A. WOODY