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**LIFE SKILLS LEARNING SERVICES, INC.**

**ARTICLES OF INCORPORATION – NON-PROFIT  
(FLORIDA)**

**ARTICLE I**

**NAME**

**1.01 Name**

The legal name of this corporation shall be Life Skills Learning Services, Inc. The business of the corporation will be conducted as Life Skills Learning Services, Inc.

**ARTICLE II**

**DURATION**

**2.01 Duration**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

**PURPOSE**

**3.01 Purpose**

Life Skills Learning Services, Inc. is a non-profit corporation 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, or the corresponding section of any future federal tax code.

Our mission is to provide experimentally validated interventions that create an environment where individuals with developmental disabilities can learn the skills needed to lead meaningful and productive lives.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations that qualify as non-profit corporations under section 501(c)(3).

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### 3.02 Public Benefit

Life Skills Learning Services, Inc. is designated as a public benefit corporation.

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## ARTICLE IV

### NON-PROFIT NATURE / BENEFITS

#### 4.01 Non-profit Nature

Life Skills Learning Services, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, religious, educational, or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### 4.02 Personal Liability

No officer or trustee of this corporation shall be personally liable for the debts or obligations of Life Skills Learning Services, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or trustees be subject to the payment of debts or obligations of this corporation.

#### 4.03 Dissolution

Upon termination or dissolution of Life Skills Learning Services, Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute), which organization or organizations shall have a charitable purpose that, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Life Skills Learning Services, Inc. hereunder shall be selected by the discretion of a majority of the managing body of Life Skills Learning Services, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Life Skills Learning Services, Inc. by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida, or its equivalent, to be added to the general fund.

#### 4.04 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private person or individual, 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 Article III, Section 3.01.

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

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by 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.

## BOARD OF TRUSTEES

Life Skills Learning Services, Inc. shall be governed by its board of trustees.

Life Skills Learning Services, Inc. Trustees may be elected at any Board of Trustees meeting by the unanimous vote of the existing Board of Trustees.

## MEMBERSHIP

Life Skills Learning Services, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of trustees, as defined in the corporation's bylaws.

## **ARTICLE VII**

### **AMENDMENTS**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by unanimous approval of the board of trustees.

## **ARTICLE VIII**

### **EMERGENCY BYLAWS**

#### **8.01 Emergency Bylaws**

During an emergency, such as a catastrophic event in which a quorum of trustees cannot be assembled, emergency bylaws cannot be enacted.

## **ARTICLE IX**

### **ADDRESS OF THE CORPORATION**

#### **9.01 Corporate Address**

The physical address of the corporation is:

2794 Lantana Lakes Drive West  
Jacksonville, FL 32246.

The mailing address of the corporation is:

2794 Lantana Lakes Drive West  
Jacksonville, FL 32246.

## **ARTICLE X**

### **APPOINTMENT OF REGISTERED AGENT**

#### **10.01 Registered Agent**

The registered agent of the corporation shall be:

John L. Brown, Ph.D., BCBA-D, LBA  
2794 Lantana Lakes Drive West  
Jacksonville, FL 32246.

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## ARTICLE XI

### INCORPORATOR

#### 11.01 Incorporator

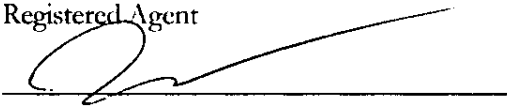
The incorporator of the corporation is:

John L. Brown, Ph.D., BCBA-D, LBA  
2794 Lantana Lakes Drive West  
Jacksonville, FL 32246.

### ACKNOWLEDGEMENT OF CONSENT TO APPOINTMENT AS A REGISTERED AGENT

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.

Registered Agent

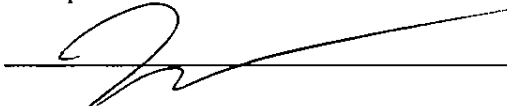


Address: 2794 Lantana Lakes Drive West, Jacksonville, FL 32246  
By: John L. Brown, Ph.D., BCBA-D, LBA  
Date: November 7, 2016

### ACKNOWLEDGEMENT OF INCORPORATOR

I, John L. Brown, Ph.D., BCBA-D, LBA, submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Incorporator



Address: 2794 Lantana Lakes Drive West, Jacksonville, FL 32246  
By: John L. Brown, Ph.D., BCBA-D, LBA  
Date: November 7, 2016

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