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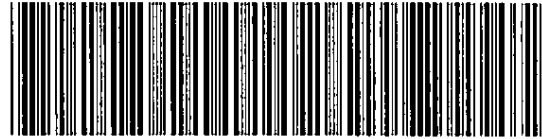
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** The Circle of Life Project, Inc.

**DOCUMENT NUMBER:** N16000011803

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Zachariah Evangelista

(Name of Contact Person)

Ser & Associates

(Firm/ Company)

2100 Ponce De Leon Boulevard, suite 1180

(Address)

Coral Gables, Floirda 33134

(City/ State and Zip Code)

Zachariah@Ser-Associates.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Zachariah Evangelista

305

222-7282

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:



☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
THE CIRCLE OF LIFE PROJECT, INC.**

Pursuant to the provisions of section 617.100(1) this Florida Not for Profit Corporation amends its Articles of Incorporation. The Circle of Life Project, Inc. is not a membership organization and does not have any members. Hereforth, The Circle of Life Project, Inc.'s Articles of Incorporation shall read as follows:

**ARTICLE I  
NAME**

The Name of the Organization (hereinafter referred to as the "Corporation") shall be The Circle of Life Project, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The Principal Office of the Corporation shall be at

1411 North Flagler Drive, 8900-B  
West Palm Beach, Florida 33401

**ARTICLE III  
REGISTERED AGENT**

The name and address of the Registered Agent in this State are:

Debra Jones  
1411 North Flagler Drive, 8900-B  
West Palm Beach, Florida 33401

**ARTICLE IV  
PURPOSE OF CORPORATION**

The purpose for which this Corporation is organized is to provide treatment and educational services to women struggling with addiction and other mental health disorders. These purposes for which the Corporation is formed are exclusively charitable and educational and consist of the following:

1. The purposes of the Corporation are to function as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and to exercise all rights and powers conferred upon it by law and by these Articles of Incorporation.
2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, governmental bureaus, departments or agencies.

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CLERK OF CIRCUIT COURT  
JULIA H. BOSTON, CLERK

3. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

## **ARTICLE V** **EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the Corporation:

1. The Corporation is organized exclusively for charitable and educational purposes.
2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its directors, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
3. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
4. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an 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.

## **ARTICLE VI** **DURATION**

The duration of the corporate existence shall be perpetual.

## **ARTICLE VII** **DISSOLUTION**

Upon winding up and dissolution of the Corporation, the assets remaining after payment of all debts and liabilities shall be distributed to one or more organizations exempt under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition of the Attorney General.

## **ARTICLE VIII** **BOARD OF DIRECTORS**

The method of selection of the Board of Directors, and number of directors shall be stated in the bylaws, but at no time shall the number of Board of Directors be less than three. The initial Board of Directors shall be comprised of the following individuals:

Debra Jones  
550 Okeechobee Ave, 411  
West Palm Beach, Florida 33401

Andrew Klich  
65 Washington Ave  
Apt22  
Miami Beach, Florida 33139

Tasha Hibbert  
15263 Summer Lake Drive  
Delray Beach, Florida 33446

#### **ARTICLE IX** **PERSONAL LIABILITY**

No officer, or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, officers, or Directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE X** **NON-STOCK CORPORATION**

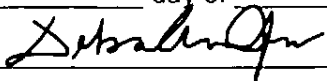
The Corporation is a non-stock corporation, and no dividends or pecuniary profits will be declared. The Corporation has no authority to issue capital stock. All the earnings and property of the Corporation shall be used to further the purposes and objectives of the Corporation. Nothing contained herein, however, shall prohibit payments by the Corporation to directors, officers, or employees as reasonable compensation for services rendered to the Corporation.

#### **ARTICLE XI** **INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and costs, incurred by him/her (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for gross negligence or willful misconduct in the performance of his/her duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

#### **EXECUTION**

These Amended and Restated Articles of Incorporation are hereby executed on this  
13 day of December, 2017.

  
\_\_\_\_\_

CERTIFICATE OF AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
THE CIRCLE OF LIFE PROJECT, INC.

Document number N16000011803

The Circle of Life Project, Inc., a not for profit corporation organized and existing under the laws of the State of Florida, hereby certifies as follows:

I

The name of the Corporation is The Circle of Life Project, Inc.

II

The Corporation's Articles of Incorporation are amended by the Amended and Restated Articles of Incorporation attached hereto as Exhibit A.

III

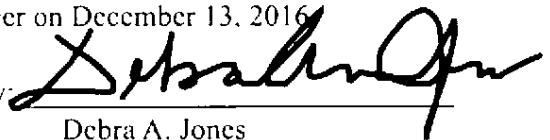
The Corporation does not have any members.

VI

The Corporation's Amended and Restated Articles of Incorporation attached hereto was approved by the board of directors in accordance with the provisions of Section 617.1007 of the Florida Statutes.

IN WITNESS WHEREOF, The Circle of Life Project, Inc. has caused this Articles of Amendment to be executed by its duly authorized officer on December 13, 2016

By:



Debra A. Jones  
President