

N180000000717

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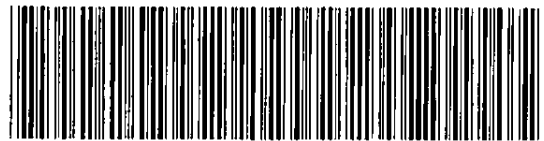
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SECRETARY OF STATE
MASSACHUSETTS

Amend

MAR 07 2024

D CUSHING

LIVEWELL FLORIDA CORP
311 NE 8TH STREET STE 110
HOMESTEAD FLORIDA 33030

October 27, 2023

NAME OF INCORPORATION: LIVEWELL FLORIDA CORP

DOCUMENT NUMBER: N18000000717

Amount enclosed: \$43.75

Attached is a money order for the following amount of \$43.75 made payable to the
Florida Department of State.

FILED
2024 FEB -6 AM 11:30
SECRETARY OF STATE
FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2023

LIVEWELL FLORIDA CORP
311 NE 8TH STREET, STE 110
HOMESTEAD, FL 33030

SUBJECT: LIVEWELL FLORIDA CORP
Ref. Number: N18000000717

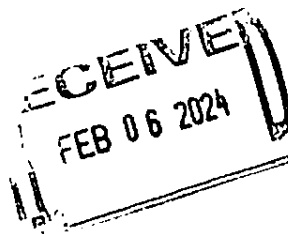
We have received your document for LIVEWELL FLORIDA CORP. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$43.75. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

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) 245-6050.

Diane Cushing
Operations Manager A

Letter Number: 523A00028530



AMENDED
ARTICLES OF INCORPORATION
OF
LIVEWELL FLORIDA CORP
A FLORIDA NON-PROFIT CORPORATION

FILED
2024 FEB -6 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, purpose is to facilitate a relationship with the members and the communities of LIVEWELL FLORIDA CORP. Through social interactions and community engagements this relationship will provide meaningful and engaging opportunities for all members and the community through outreach programs for adults, elderly and members of the communities of LIVEWELL FLORIDA CORP. This is for the purpose of forming a Non-Profit Corporation pursuant to FLORIDA Law, Section 617 hereby certifies as follows:

ARTICLE I

NAME

The name of this Corporation shall be LIVEWELL FLORIDA CORP, and it shall be known as LWFC, and the corporation shall have perpetual duration.

ARTICLE 11

PRINCIPLE OFFICE

The principal place of business address of this corporation shall be 311 NE 8TH STREET STE 110 HOMESTEAD, FLORIDA 33030

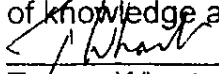
The principal place of business mailing address of this corporation shall be 311 NE 8TH STREET STE 110 HOMESTEAD, FLORIDA 33030

ARTICLE III

PURPOSE

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 (or corresponding provision of any future United States Internal Revenue Law).

The specific purpose for which the LIVEWELL FLORIDA CORP is formed is to assist the community and the public. It's primary purpose will be to relieve poverty by Temporary and Permanent Shelter for the Physical and Mentally Challenge, also by distributing free food for healthy eating to families in need. Our mission is to alleviate hunger and malnutrition by recovering and distributing fresh and nutritious food to those who need it most. It will also be assisting the community through HIV, AIDS AWARENESS, STD SERVICES TESTING AND TREATMENT, ADDICTION TREATMENT AND THERAPY. Our goals are to eradicate the contraction, to treat and help stop the spread of HIV, STDs, also STI's in the community. We will be assisting the community by distributing literature and to provide education on safe sex practices. While also distributing condoms and to assist patients with linkage to care practices. Also providing PCR testing, Primary Care Services in the Community for the underprivileged. We will also provide education to the public and the community of knowledge and referral services.



Tomas Wharton

The program will consist of but not limited to: Seminars, Outreach Advocacy for the Homeless and Disadvantaged, Health Care, Housing, Counseling, Temporary and Permanent Shelter for the Physical and Mentally Challenge.

This corporation is to benefit the less fortunate, low income and people who are unable to pay for the above services. To form a relationship with the community through social engagements and outreach programs to enhance life enrichments and financial assistance.

The foregoing purpose and activities will be interpreted as examples only and not as limitations and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose, which become necessary profitable, or desirable for furtherance of the corporation objective expressed above. For all other Lawful purpose for which non-profit corporation may be formed under Section 501 (c)

ARTICLE IV

DISTRIBUTION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustee, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of the purpose set forth in Article II hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attending to influence legislation and the corporation shall not participate in or intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United Revenue Law).


Tomas Wharton

ARTICLE V

EXISTENCE

The Corporation shall have perpetual existence

ARTICLE VI

QUALIFICATION OF MEMBERS

Members shall be any individuals, parents, guardian, family members over 18 years of age. The individuals qualify and are eligible to be admitted to the Corporation as members, who are willing to promote the purpose of this corporation. The qualification of members shall be set by the by-laws of the corporation. Men, Women, boys, and girls will be accepted to the membership. They will be elected or appointed according to the bylaws by the CEO/PRESIDENT/DIRECTOR Tomas Wharton. All member is accepted by the executive board with final approval of the CEO/PRESIDENT/DIRECTOR Tomas Wharton.

ARTICLE VII

MANAGEMENT

The daily affairs of the Corporation are to be managed by the CEO, the Executive Board, the Board of Directors and Committee Chairman, who will serve as an elected position. Any executive Committee member or board of Director may be appointed to assist in the management of the corporation. Any of these members may be remove or exempt from any decision by the CEO/PRESIDENT/DIRECTOR Tomas Wharton.

ARTICLES VIII

EXECUTIVE BOARD AND BOARD OF DIRECTORS

The Executive Board of LIVEWELL FLORIDA CORP shall be comprised of the CEO, President, Vice President, Assistant Vice President. Secretary, Treasurer, and Assistant Treasurer. Officers appointed to the Executive Board shall comprise of the following: Chaplin, Parliamentarian, the Sergeant at Arms, and the Board of Directors. The Board of Directors shall be composed of not less than (1) members.

ARTICLES IX

CONFLICT OF INTEREST POLICY

In the best interest of the LIVEWELL FLORIDA CORP in the event of a conflict of interest, the item should be voted on by the Executive Board and Board of Directors. If unable to resolve the issue, it should be presented to the paid members of the LIVEWELL FLORIDA CORP that have voting rights for a solution. After the vote, the majority rules and shall be accepted. No person will set their own compensation or business deal. All decisions must be voted on by the Executive Board. With the final decision of CEO/PRESIDENT/DIRECTOR Tomas Wharton.

ARTICLE X

REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the Corporation's registered agent office and County in the State of Florida for the transaction of the activities of the Corporation is 311 NE 8TH STREET, STE 110 HOMESTEAD, FLORIDA 33030, and the mailing address will be 311 NE 8TH STREET, STE 110 HOMESTEAD, FLORIDA 33030 and the registered agent at that office is Tomas Wharton.

ARTICLE XI

INCORPORATOR & INITIAL REGISTERED AGENT

The name and address of the Incorporator is:

Tomas Wharton


27550 SW 168TH AVENUE


HOMESTEAD, FLORIDA 33031

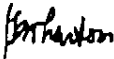
ARTICLES X11

EXECUTIVE BOARD AND DIRECTORS

EXECUTIVE BOARD

Tomas Wharton  10/04/2023
Signer ID: 1GVQZNKD11..
27550 SW 168TH AVENUE CEO/President/Director
HOMESTEAD, FLORIDA 33031

Yvonne Cotterell  10/09/2023
Signer ID: LUBV9HNV11..
32 Highland Blvd Vice-President/Director
Dix Hills, New York 11746

Gladys E. Wharton  10/08/2023
Signer ID: A7M0R33R11..
13017 227th Street Secretary/ Director
Laurelton, New York 11413

DIRECTORS/OFFICER

Asha Cotterell

Asha cotterell

10/17/2023

Signer ID: AED68TVJ1t...

9 Tower Lane

Officer

New Haven, Connecticut 06519

ARTICLES X111

DISSOLUTION

LIVEWELL FLORIDA CORP, dissolved at a membership meeting called for that specific purpose by a majority vote of the Executive Board. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or shall be distributed to the federal government, or to a state or local government for public purposes.

However, if a named recipient is not then in existence or no longer a qualified distribute or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax, Reliance may be placed upon Florida State Law to establish permanent dedication of assets for exempt purposes.

Any such assets not so disposed of by the Court of Competent Jurisdiction of the County in which the principal office of the corporation is then located, executively for such purposes or to such organization or organizations, as said Court shall determine. Which are organized and operated exclusively for such purposes.

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 hereby 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.

T Wharton
Required Signature of Registered Agent

10/24/23
Date

I 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.

T Wharton
Required Signature of Incorporator

10/24/23
Date

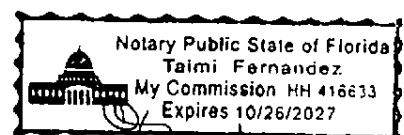
-Acceptance of Agent-

ACKNOWLEDGEMENT

IN WITNESS WHEREOF, I **Tomas Wharton**, the undersigned, executive CEO, incorporator and register agent have signed these Articles on the 24 day of October 2023 and acknowledge the same to be my act.

T Wharton
Tomas Wharton

Signed T Wharton
Print Name TOMAS WHARTON



The above Articles of incorporation were adopted on 10/24/2023.

The following Articles of Incorporation were filed to the Division of Incorporation
on 10/24/2023.

Regards,

A handwritten signature in black ink, appearing to read 'T Wharton', written over a horizontal line.

Tomas Wharton

Register Agent

A handwritten signature in black ink, appearing to read 'T Wharton', written over a horizontal line.

Tomas Wharton

LIVEWELL FLORIDA CORP

311 NE 8TH STREET STE 110

HOMESTEAD FLORIDA 33030

OCTOBER 24, 2023

EIN NUMBER: 82-4297917

DOCUMENT NUMBER: N18000000717

There are no members or members entitled to vote on the amendment(s). The amendment(s) were adopted by the board of directors.

Regards



Tomas Wharton