

N20000010777

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

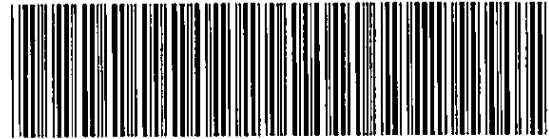
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Date of Adoption 563

Office Use Only



700402184257

02/27/23--01028--034 **52.50

FILED
2023 JUN -5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FL

Amended Petition

JUN 29 2023

D CUSHING

ASIATICO LAW



February 22, 2023

Nancy J. Stewig, Associate Attorney
direct | 813.816.7051
direct fax | 786.574.9608
nancy@baalegal.com
Licensed in FL, MN, and MO

Via USPS Priority Mail # 9405 5036 9930 0486 3408 28

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

Re: Amended and Restated Articles of Incorporation of 1540 Counseling, Inc., originally incorporated as Trinity Counseling Center, Inc. (a Florida Not For Profit Corporation) (Doc. # N20000010777)

Dear Sir or Madam:

Enclosed please find a cover letter along with two copies of the Amended and Restated Articles of Incorporation of **1540 Counseling, Inc., originally incorporated as Trinity Counseling Center, Inc.** (a Florida Not For Profit Corporation), which we would appreciate you filing. Please return a certified copy of this document to us in the self-addressed, prepaid envelope provided for your convenience. Also enclosed is our check in the amount of \$52.50 to cover the fees for this filing, a Certified Copy, and a Certificate.

At your earliest convenience, please acknowledge receipt of this request and confirmation of our filing by correspondence to our office, and please let us know if you require any additional information. Please also feel free to direct any communication regarding this matter to our paralegal, Lisette Reyes-Washington, at lisette@baalegal.com or (214) 570-0700.

Sincerely,



Nancy J. Stewig
Associate Attorney

/Enc.

FILED
2023 JUN -5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: 1540 Counseling, Inc. (a Florida Not For Profit Corporation)

DOCUMENT NUMBER: N20000010777

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

Please return all correspondence concerning this matter to the following:

Nancy J. Stewig

(Name of Contact Person)

Asiactico Law, PLLC

(Firm/ Company)

PO Box 260449

(Address)

Plano, TX 75026

(City/ State and Zip Code)

lisette@baalegal.com

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

For further information concerning this matter, please call:

Nancy J. Stewig

(214)

570-0700

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:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
2023 JUN -5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FL

ASIATICO LAW



May 30, 2023

Nancy J. Stewig, Associate Attorney
direct | 813.816.7051
direct fax | 786.574.9608
nancy@baalegal.com
Licensed in FL, MN, and MO

Via USPS Priority Mail

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

**Re: *Amended and Restated Articles of Incorporation for 1540 Counseling, Inc.
(Trinity Counseling Center, Inc.)
Document Number N20000010777***

Dear Sir or Madam:

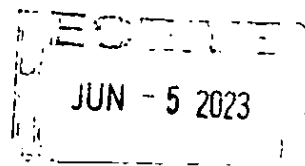
On behalf of our client, 1540 Counseling, Inc. (f/k/a Trinity Counseling Center, Inc.), enclosed please find the original and one (1) copy of its Amended and Restated Articles of Incorporation. We also enclosed the rejection letter dated May 11, 2023. We would appreciate you filing this at your earliest convenience and returning a file-marked copy to us in the self-addressed, prepaid envelope provided for your convenience. Fees in the amount of \$52.50 for this filing were previously submitted.

In case you have any questions or require additional information, please give us a call. Thank you for your prompt attention to this matter.

Sincerely,



Nancy J. Stewig
Associate Attorney



Encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
1540 COUNSELING, INC.**

A Florida 501(c)(3) Not For Profit Corporation

Pursuant to the Florida Not For Profit Corporation Act (the "Act"), 1540 Counseling, Inc. (the "Corporation"), which was first incorporated on August 31, 2020 as Trinity Counseling Center, Inc. (Doc. No. N20000010777), has adopted these Amended and Restated Articles of Incorporation in the manner required by the Act.

The Corporation's original Articles of Incorporation and all subsequent amendments thereto, are hereby deleted in their entirety and amended and restated as follows:

**Article 1
Name**

The name of the of this Corporation is 1540 Counseling, Inc.. The Corporation shall have the right to operate under any number of appropriately applied for assumed names.

**Article 2
Nonprofit Corporation**

The Corporation is a nonprofit corporation organized under the Act and shall have all of the lawful powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code.

**Article 3
Principal Place of Business and Mailing Address**

The principal place of business and mailing address of the Corporation is 1540 Little Road, Trinity, Florida 34655.

**Article 4
Registered Agent**

The name and Florida street address of the registered agent of the Corporation is Asiatico Law, LLC, 3030 N. Rocky Point Drive, Suite 650, Tampa, Florida 33607. The Board of Directors may change the registered agent at its discretion.

FILED
2023 JUN -5 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FL

Article 5
Nonprofit Purposes

The Corporation is a nonprofit corporation organized exclusively for charitable, educational, religious, literary, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing, the Corporation's purposes also include the limited participation of the Corporation in any other activities, including taxable activities, but only to the extent the activities would be permitted by a tax-exempt organization. More particularly, the purposes of this Corporation are:

- (a) To answer God's call to care for others by providing licensed mental health counseling services from a Biblical perspective in an effort to provide hope and healing for individuals in need of all faiths and backgrounds.
- (b) To assist individuals in achieving mental, emotional, and spiritual wholeness so they may lead fulfilling and productive lives and have healthy personal, family, and professional relationships.
- (c) To collect and disburse any and all necessary funds for the maintenance of this Corporation and the accomplishment of its purposes within the State of Florida and elsewhere.
- (d) To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- (e) To promote, encourage, and foster any other similar charitable, educational, religious, and scientific activities; to accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of the purposes of the Corporation.
- (f) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations and by Section 50(c)(3) of the Code, including, without limiting the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease, or otherwise any property of any sort or nature, without limitation, as to its amount or value, and to hold, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate, or otherwise dispose of such property and the income, principal, and proceeds of such property for any of the purposes set forth herein without the necessity of authorization or approval of any individual or entity whatsoever save and except as provided in the Articles of Incorporation and the Bylaws of the Corporation.
- (g) To do such other things as are incidental to the purposes of the Corporation or are necessary or desirable in order to accomplish them.

Article 6
Board of Directors

Plenary power to manage and govern the affairs of the Corporation shall be vested in the Board of Directors. The qualifications, duties, terms, manner of election or appointment, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

The number of members on the Board of Directors shall not be less than three (3). The number of members on the Board of Directors may be increased or decreased, by amending these Articles of Incorporation, or by amending the Bylaws, provided that the number shall not be less than three (3).

The names and addresses of the current Directors are:

Kehoe, Tom, 1540 Little Road, Trinity, Florida 34655

Chambers, Rob, 1540 Little Road, Trinity, Florida 34655

Chen-Fung, Dan, 1540 Little Road, Trinity, Florida 34655

Hitchcock, Scott, 1540 Little Road, Trinity, Florida 34655

Ratliff, Michael, 1540 Little Road, Trinity, Florida 34655

Scott, Johnny, 1540 Little Road, Trinity, Florida 34655

Walker, Todd, 1540 Little Road, Trinity, Florida 34655

Young, John, 1540 Little Road, Trinity, Florida 34655

Article 7
Members

The Corporation shall have no members.

Article 8
Powers

Except as otherwise provided in these Articles of Incorporation, and in order to carry out the above-stated purposes, the Corporation shall have all of the powers provided in the Act, as it now exists or as it may hereafter be amended. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers.

Article 9
Restrictions, Requirements, and Limitations

The powers of the Corporation to promote the purposes set out above are limited and restricted in the following manner:

The Corporation shall not pay dividends or other corporate income to its members of the Board of Directors or officers or otherwise accrue distributable profits or permit the realization of private gain, except that the Corporation shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Corporation) in furtherance of its purposes as set forth in these Articles of Incorporation. The Corporation shall have no power to take any action prohibited by the Act. The Corporation shall not have the power to engage in any activities, except to an insubstantial degree, that are not in furtherance of the purposes set forth above. The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under section 501(c)(3) of the Internal Revenue Code and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under section 170(c)(2) of the Internal Revenue Code and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

- (a) Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- (b) Serve a private interest other than one that is clearly incidental to an overriding public interest.
- (c) Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- (d) Participate in or intervene in any political campaign or on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
- (e) Have objectives that characterize it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- (f) Distribute its assets on dissolution other than for one or more exempt purposes.
- (g) Permit any part of the net earnings of the Corporation to inure to the benefit of any member of the Corporation or any private individual.

- (h) Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary exempt purposes.
- (i) Accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Corporation's charitable purposes or if the gift or grant would require serving a private as opposed to a public interest.

In the event the Corporation is in any one year a "private foundation" as defined by section 509(a) of the Internal Revenue Code, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under section 4942 of the Internal Revenue Code; and further shall be prohibited from: (i) any act of "self-dealing" as defined in section 4941(d) of the Internal Revenue Code; (ii) retaining any "excess business holdings" as defined by section 4943(c) of the Internal Revenue Code; (iii) making any investments in such manner as to subject the foundation to taxation under section 4944 of the Internal Revenue Code; or (iv) making a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

Article 10 **Dissolution**

Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to Generations Christian Church at Trinity, Inc., a Florida Not-For-Profit 501(c)(3) Corporation and church, or in the event Generations Christian Church at Trinity, Inc. is not in existence at such time, to any organization designated by the Board of Directors of the Corporation that is exempt from taxes under section 501(c)(3) of the Internal Revenue Code and within the meaning of any applicable Florida tax code, or to the federal government, or to a state or local government, for charitable tax-exempt purposes. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction in which the principal office of the Corporation is then located exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 11 **Integrated Auxiliary**

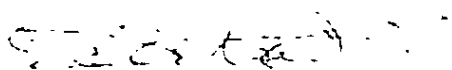
The Corporation is an integrated auxiliary of Generations Christian Church at Trinity, Inc., a Florida Not-For-Profit 501(c)(3) Corporation and church. The Corporation shares common religious doctrines, principles, disciplines, and practices with Generations Christian Church at Trinity, Inc. Generations Christian Church at Trinity, Inc. shall have the authority to appoint or remove at least one of the Corporation's directors. Generations Christian Church at Trinity, Inc. shall receive annual reports on the Corporation's finances and general operations. The Corporation is an outreach of Generations Christian Church at Trinity, Inc.; therefore, there is an institutional relationship between the Corporation and Generations Christian Church at Trinity, Inc.

Article 12
Amendment

These Articles of Incorporation may not be amended in any way without the approval of a two-third (2/3) majority of a quorum of the Board of Directors at any annual or special meeting called for such purpose.

REGISTERED AGENT SIGNATURE

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, on behalf of Asiatico Law, LLC, accept the appointment as registered agent and agree to act in this capacity.



Brooke Asiatico, Member

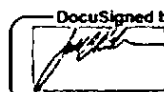
5/30/2023

Date

CERTIFICATION

These Amended and Restated Articles of Incorporation were unanimously adopted by more than the required 2/3 majority of a quorum of the board of directors on January 11, 2023, there being no members.

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.

DocuSigned by:

1E4MD8DEA15B438

Todd Walker, Secretary

5/27/2023

Date