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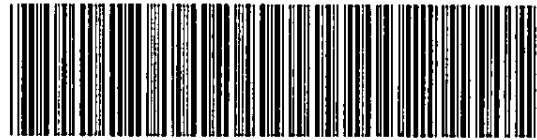
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OFFICE OF CORPORATIONS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: WorkAbility Inc.

DOCUMENT NUMBER: N21000004493

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

Please return all correspondence concerning this matter to the following:

Rebecca Dray
(Name of Contact Person)

WorkAbility Inc.
(Firm/ Company)

113 W. Chapman Rd
(Address)

Oviedo, FL 32765
(City/ State and Zip Code)

rebecca@workabilityfl.org
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rebecca Dray at 407 797-3584
(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:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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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

Articles of Amendment
to
Articles of Incorporation
of

WorkAbility Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

N21000004493

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

New Registered Office Address:

N/A

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer director title by the first letter of the office title:

P - President; V - Vice President; T - Treasurer; S - Secretary; D - Director; TR - Trustee; C - Chairman or Clerk; CEO - Chief Executive Officer; CFO - Chief Financial Officer. If an officer director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change <u> </u> Add <u> </u> Remove	<u>D</u>	<u>Eve Lyon</u>	<u>786 SE Woodbine Rd</u> <u>Port St. Lucie, FL 34984</u>
2) <u> </u> Change <u> </u> Add <u> </u> Remove	<u>D</u>	<u>David Cooke</u>	<u>105 Harbor Woods Cir</u> <u>Safety Harbor, FL 34695</u>
3) <u> </u> Change <u> </u> Add <u> </u> Remove	<u>D</u>	<u>Alexander Goinden</u>	<u>1821 Windsor Dr</u> <u>Winter Park, FL 32789</u>
4) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u>
5) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u>
6) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u> <u> </u>

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Article III _____

WorkAbility Inc. is a not-for-profit social enterprise organization that was created to provide work and life skills training, developed around specific learning goals, alongside wrap-around, person centered, support services including both paid supported employment opportunities and volunteering opportunities. We provide this support for people with a range of disabilities and barriers to employment so that they may choose to live a life of dignity and inclusion, as independently as _____

they choose. Our social enterprise companies will always create a positive impact for people and the planet and will do no harm to people, communities, the environment or any other stakeholders.

The date of each amendment(s) adoption: July 1st 2022, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

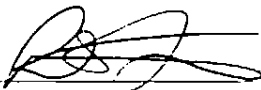
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

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

Dated 7/1/2022

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Rebecca Dray
(Typed or printed name of person signing)

President
(Title of person signing)

AMENDED BYLAWS

OF

WorkAbility Inc.

ARTICLE I. OFFICES

The Not-For-Profit 501(c)(3) Corporation WorkAbility Inc. (Hereinafter referred to as the Not-For-Profit Corporation) will have such offices, within or without the State of Florida, as the Board of Directors determines from time to time.

ARTICLE II. MEMBERS

The Not-For-Profit Corporation shall not have members. All rights granted to members under law shall be vested in the members of the Board of Directors.

ARTICLE III. DIRECTORS

Section 3.1. **FUNCTION.** All corporate powers will be exercised by or under the authority of the Board of Directors. The business and affairs of the Not-For-Profit Corporation will be managed under the direction of the Board of Directors.

Section 3.2. **QUALIFICATION.** Directors must be persons who are 18 years of age or older but need not be residents of Florida.

Section 3.3. **COMPENSATION.** The Board of Directors has the authority to fix the compensation of directors. Nothing in these Bylaws precludes any director from serving this Not-For-Profit Corporation in any other capacity and receiving proper compensation for such service.

Section 3.4. **NUMBER** The Not-For-Profit Corporation has the number of directors set forth in the Articles of Incorporation until the number is changed as provided herein. The number of directors may be increased or

decreased from time to time by adoption of a resolution by the Board of Directors but shall at all times never be less than three (3). Unless the Board of Directors remove a director or directors, a decrease in the number of directors will not shorten the current term of any incumbent director.

Section 3.5. **ELECTION AND TERM**

a. Initial Board Each person named in the Articles of Incorporation as a member of the Board of Directors will hold office for 3 years, or until such person's successor is elected and qualified or until such person's earlier resignation, removal from office, or death. Board Members may seek re-election for further terms.

b. Annual Election of Board At each annual meeting of the Board of Directors, the incumbent Board of Directors will elect a successor Board of Directors by plurality vote. Each director so elected will hold office until the next succeeding annual meeting and until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office, or death.

c. Election of Chair of Board. The Board may elect a Chair, and if one is elected, the Chair will preside at all meetings of the directors and will have such other duties as may from time to time be prescribed by the Board of Directors.

Section 3.6. **REMOVAL, RESIGNATION AND VACANCIES**

a. Removal. Any director may be removed, with or without cause, by majority action of the Board of Directors. A director will be removed if the number of votes cast to remove the director exceeds the number of votes cast not to remove the director. The notice of the meeting at which a vote is taken to remove a director will state that the purpose or one of the purposes of the meeting is the removal of a director or directors. In the event that any one or more directors is removed, new directors may be elected at the same meeting.

b. Resignation A director may resign at any time by delivering written notice to the Board of Directors or its Chair or to the Not-For-Profit

Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

c. Method of Filling Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, though not less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office until such director's successor has been elected and qualified or until such director's earlier resignation, removal from office, or death.

Section 3.7. **QUORUM AND VOTING** A majority of the number of directors prescribed by these Bylaws constitutes a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is an act of the Board of Directors.

Section 3.8. **EXECUTIVE AND OTHER COMMITTEES.**

a. Creation; Applicable Requirements. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee and one or more other committees each of which, to the extent provided in the resolution, has and may exercise all the authority of the Board of Directors, except as limited by the laws of the State of Florida. All requirements applying to the Board of Directors regarding meetings, notice, waiver of notice, quorum and voting apply to committees and their members as well.

b. Number of Members; Designation of Alternates Each committee will have two or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee.

c. Director's Duty Remains Neither the creation of any committee, the delegation of authority to any committee, nor action by any committee will alone constitute compliance by any director not a member of such

committee with such director's obligation to act in good faith, in a manner reasonably believed to be in the best interest of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.9. **TIME OF ANNUAL, REGULAR AND SPECIAL MEETINGS.**

An annual meeting of the Board of Directors will be held each year, and regular meetings may be held at such times thereafter as the Board of Directors may fix. Special meetings may be held at such times as called by the Chair of the Board, the President of the Not-For-Profit Corporation or any two directors.

Section 3.10. **NOTICE OF MEETINGS.** Annual and regular meetings of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting, other than the resolution or resolutions fixing the schedule of such meetings. At least two days before a special meeting, written notice of the time and place of such meeting of the Board of Directors will be given to each director in person or by first-class mail, telegram, facsimile, or other electronic transmission. Notice of an adjourned meeting of the Board of Directors will be given to directors who were not present at the time of adjournment and, unless the time and place of the adjourned meeting are announced at the time of adjournment, to the other directors.

Section 3.11. **WAIVER OF NOTICE** Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting constitutes a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 3.12. **PRESUMPTION OF ASSENT** A director of the Not-For-Profit Corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is presumed to have assented to the action unless such director votes against

it or expressly abstains from voting on the action taken, or, such director objects at the beginning of the meeting to the holding of the meeting or transacting specific business at the meeting.

Section 3.13. PARTICIPATION IN MEETING BY CONFERENCE CALL

Members of the Board of Directors may participate in a meeting of the Board by conference telephone or video or similar means of communication through which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 3.14. ACTION WITHOUT A MEETING. Any action required or permitted to be taken at a Board of Directors' meeting or a meeting of a committee of the Board of Directors may be taken without a meeting if: (a) each of the directors, or each of the members of the committee, as the case may be, consents in writing to the action; (b) the consent sets forth the action to be taken; and (c) the consent is filed in the minutes of the proceedings of the Board or of the committee. The consents may consist of one or more writings and such written consents will have the same effect as a unanimous meeting vote.

Section 3.15. DIRECTOR CONFLICTS OF INTEREST. No contract or other transaction between the Not-For-Profit Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because the votes of such director or directors are counted for such purpose, if:

(a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors, all in the manner provided by law; or

(b) the contract or transaction is fair and reasonable as to the Not-For-Profit Corporation at the time it is authorized by the Board or a committee.

Section 3.16. **DUTIES OF DIRECTORS.** A director will perform the duties of director, including the duties as a member of any committee of the Board upon which such director serves, in good faith, in a manner reasonably believed to be in the best interest of the Not-For-Profit Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

ARTICLE IV. OFFICERS

Section 4.1. **OFFICERS.** The officers of the Not-For-Profit Corporation will consist of a President, a Secretary, and a Treasurer, and may include one or more Vice Presidents, one or more assistant Secretaries, and one or more assistant Treasurers. The officers will be elected initially by the Board of Directors at the organizational meeting of the Board of Directors and thereafter at the annual meeting of the Board of Directors in each year or at any special meeting called for such purpose. The Board from time to time may elect or appoint other officers and assistant officers who will have the authority and perform the duties prescribed by the Board. An elected or duly appointed President or Vice President may, in turn, appoint one or more assistant Secretaries or assistant Treasurers, unless the Board of Directors disapproves or rejects the appointment. All officers will hold office until their successors have been appointed and have qualified or until their earlier resignation, removal from office, or death. One person may simultaneously hold any two or more offices.

Section 4.2. **DUTIES.** The following officers of this Not-For-Profit Corporation will have the following duties:

a. **President.** The President will be the chief executive officer of the Not-For-Profit Corporation, will have general and active management of the business and affairs of the Not-For-Profit Corporation, subject to the directions of the Board of Directors, and, in the absence of a Chair of the Board of Directors, will preside at all meetings of the Board of Directors.

b. **Vice President.** Each Vice President, if one or more is elected, will have such powers and perform such duties as may, from time to time, be prescribed by the Board of Directors or by the President. In the event of the absence or disability of the President, the Vice President or Vice Presidents will succeed to the President's power and duties in the order designated by the Board of Directors.

c. **Secretary.** The Secretary will attend all meetings of the Board of Directors, record all proceedings of such meetings in the minute book of the Not-For-Profit Corporation, and authenticate records of the Not-For-Profit Corporation. The Secretary will perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.

d. **Treasurer.** The Treasurer will (i) have charge and custody of and be responsible for all funds and securities of the Not-For-Profit Corporation, (ii) keep full and accurate accounts of receipts and disbursements, (iii) receive and give receipts for monies due and payable to the Not-For-Profit Corporation, and deposit monies in the name of the Not-For-Profit Corporation in the depositories designated by the Board of Directors, and (iv) perform all other duties as may, from time to time, be prescribed by the Board of Directors or the President. If required by the Board of Directors, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the sum and with the surety or sureties that the Board of Directors determines.

Section 4.3. **REMOVAL, RESIGNATION AND VACANCIES.**

a. **Removal.** Any officer elected or appointed by the Board of Directors and any assistant officer appointed by another officer may be removed by the Board at any time with or without cause. Any assistant officer, if appointed by the President or a Vice President, may likewise be removed by such officer with or without cause.

b. **Resignation.** An officer may resign at any time by delivering notice to the Not-For-Profit Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

c. **Method of Filling Vacancies.** Any vacancy, however occurring, in any office may be filled by the Board of Directors.

Section 4.4. **COMPENSATION.** The Board of Directors from time to time will fix the salaries of the officers. The President has the authority to fix the salaries of all employees of the Not-For-Profit Corporation other than officers elected or appointed by the Board of Directors.

ARTICLE V. BOOKS AND RECORDS

The Not-For-Profit Corporation will maintain: minutes of the proceedings of its Board of Directors and committees of directors; accurate accounting records; a copy of the current Articles of Incorporation and bylaws of the Not-For-Profit Corporation; a list of the names and business addresses of the current officers and directors of the Not-For-Profit Corporation; and a copy of the most recent annual report for the Not-For-Profit Corporation as filed with the Secretary of State.

ARTICLE VI. CORPORATE SEAL

The Board of Directors may adopt a corporate seal which has the name of the Not-For-Profit Corporation inscribed thereon, and such seal may be a facsimile, engraved, printed, or impression seal; provided, however, that in any event, the affixation of such seal shall not be required to authorize or validate any document entered into or adopted by the Not-For-Profit Corporation.

ARTICLE VII. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No officer, Director, or member of a sub-committee, or person connected with the Not-For-Profit Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Not-For-Profit Corporation, provided that this prohibition shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Not-For-Profit Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of

any of the corporate assets upon the dissolution of the Not-For-Profit Corporation. Upon such dissolution or winding up of the affairs of the Not-For-Profit Corporation, whether voluntary or involuntary, the assets of the Not-For-Profit Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which qualify under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and its regulations as they now exist or as they may hereafter be amended; PROVIDED, HOWEVER, that any distributions upon dissolution of this Not-For-Profit Corporation shall be to and for the exempt purposes of this Not-For-Profit Corporation as enumerated in the Articles of Incorporation of this Not-For-Profit Corporation.

ARTICLE VIII. EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no officer, Director or representative of this Not-For-Profit Corporation shall take any action or carry on any activity by or on behalf of the Not-For-Profit Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE IX. AMENDMENT

These Bylaws may be amended or repealed and additional bylaws adopted, in writing, by the Board of Directors. Any amendment, repeal or addition will be approved by 100 percent of the membership in writing and attached to these Bylaws.

ARTICLE X. DISSOLUTION

Upon dissolution of this Not-For-Profit Corporation, all residual assets, after the repayment of any debts, shall be dedicated to another nonprofit 501(c)(3) entity with a similar mission to that of WorkAbility Inc.

DECLARATION OF CONFORMITY

I declare that the attached copy of the Bylaws of **WorkAbility Inc.**, a Florida Not-For-Profit 501(c)(3) Corporation, is a complete and accurate copy of the original document, effective as of July 1st, 2022. This document was adopted at the meeting of the Board of Directors.

WorkAbility Inc.

By:



Print Name:

Rebecca Dray

Title: _____ President

**BYLAWS
OF
WORKABILITY INC.
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