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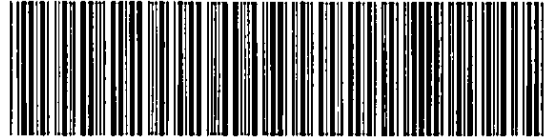
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## COVER LETTER

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

**SUBJECT:** TRANSFORMING LIVES FOUNDATION, INC.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** WYNNIE TESTAMARK  
\_\_\_\_\_  
Name (Printed or typed)

RR1 BOX 9909  
\_\_\_\_\_  
Address

KINGSHILL, VI 00850  
\_\_\_\_\_  
City, State & Zip

340-712-3148  
\_\_\_\_\_  
Daytime Telephone number

MARCIA.HOLDER@THECMCG.COM

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

**NOTE: Please provide the original and one copy of the articles.**

## ARTICLE I

## ARTICLE II – PRINCIPAL OFFICE

### ARTICLE III - PURPOSES

The Corporation is organized exclusively for charitable, educational, and literary purposes within the meaning of section 501c3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation exists to develop social enterprises that will assist returning citizens successfully re-enter society in the U.S. and in the Virgin Islands and to support their families and/or guardians of those being served as we provide a multifunctional program with support and services to restore, rehabilitate and transition these people into productive citizens within the community. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not for Profit Corporation Act. Notwithstanding, any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501c3 of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualifications.

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## **ARTICLES IV**

The initial members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation is outlined in the ByLaws and may be modified as provided in the ByLaws.

## **ARTICLES V - BOARD OF DIRECTORS**

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the ByLaws. However, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons, who are to serve as initial Directors until their successors are elected, are:

- **President** Bruce Pearson – 122 Whisper Lake Blvd, Madison, MS 39110
- **Vice President**, Anita Davis-Defoe – 560 Highway 138, Jonesboro, GA 30238
- **Secretary/ Treasurer** Peter Abrahams – P.O. Box 1098, Christiansted, VI 00821

## **ARTICLE VI - OFFICERS**

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

- **President** Bruce Pearson
- **Vice President**, Anita Davis-Defoe
- **Secretary/Treasurer** Peter Abrahams

## **ARTICLE VII**

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the

Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

#### **ARTICLE VIII**

The name and address of the Corporation's registered agent is:

Marcia Holder  
604 N. Highway 27  
Minneola, FL 34715

#### **ARTICLE IX**

These Articles may be amended as provided in the Bylaws.

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501c3 of the Code.

#### **ARTICLE X**

The name and address of the Incorporator is:

Wynnie Testamark - Executive Director  
RR1 Box 9909  
Kingshill, VI 00850

#### **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: TRANSFORMING LIVES FOUNDATION, INC.

1. The name and address of the registered agent and office is:

Marcia Holder  
604 N. Highway 27  
Minneola, FL 34715

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I 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.

  
\_\_\_\_\_  
Marcia Holder, Registered Agent

Dated: 3/10/2022

#### ARTICLE XI

Notwithstanding, any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501c3 of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles to the contrary, 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 501c3 of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055 (a)(2), and 2522 (a)(2) of the Code.

**ARTICLE XII**  
**INDEBTEDNESS**

The Corporation may borrow money and apply for and accept credit to accomplish the objects and purposes of the Corporation.

Subject to resolution or written instrument of consent of the Corporation's

**ARTICLE XIII**  
**INDEMNIFICATION**

Any person made a party to any action, suit, or proceeding, by reason of the fact that he or she is or was an officer, director, or employee of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceedings, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit, or proceeding, or in connection with any appeal therein that such officer, director, or employee is liable for willful misconduct in the performance of his duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions of this Article.

IN WITNESS WHEREOF, we have affixed our names this 28 day of June, 2021 as the Incorporators.

Wynne Testamark  
Name, Incorporator

\_\_\_\_\_  
Name, Incorporator

\_\_\_\_\_  
Name, Incorporator

**ACKNOWLEDGEMENT**  
**TERRITORY OF THE U.S. VIRGIN ISLANDS**

On this the 28 day of June, 2021 before me personally came and appeared Wynnie Testamark, to me known and known to me to be the individuals named in and who executed the foregoing Articles of Incorporation and who duly acknowledged to me that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

*C. LeBlanc*  
Notary Public

My Commission Expires:

CURLITA C. LEBLANC  
Notary Public  
St. Croix, USVI, U.S. Virgin Islands  
GNP - 11- 20  
My Commission Expires At the pleasure of the LL Governor

