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Division of Corporations

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COR AMND/RESTATE/CORRECT OR O/D RESIGN SHALANDA'S HOUSE, INC.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHALANDA'S HOUSE, INC.**

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SECRETARY OF STATE

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes* (the "Act"), does hereby make and adopt the following Amended and Restated Articles of Incorporation (the "Articles"):

Article 1. Name. The name of the corporation (the "Corporation") is as follows:

Shalanda's House, Inc.

Article 2. Address. The initial address of the principal office and the mailing address of the Corporation are as follows:

715 Almond Street, Suite A, Clermont, Florida 34711

Article 3. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at that address is CT Corporation System.

Article 4. No Members. The Corporation shall not have members or shareholders and therefore shall not issue stock certificates or issue shares of stock.

Article 5. Not For Profit. The Corporation is a not for profit corporation under the Act. The Corporation is not formed for pecuniary profit.

Article 6. Duration. The duration of the Corporation is perpetual.

Article 7. Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), including the making of distributions to support the following purposes (the "Purposes"):

A. To create and provide a mental health and wellness "Drop-in Center" that provides crisis counseling, therapy, support groups and linkage to community resources;

B. To promote individual empowerment and increase access to treatment and services for persons living with mental illness;

C. To create and promote mental health awareness campaigns, serve mental health, and provide community support through direct service, advocacy, and outreach;

D. To partner with individuals, families, and the community to foster hope, wellness, and recovery, and to restore quality of life by addressing mental health needs, substance use, and social and emotional issues; and

E. To create, support, and manage customized Employee Assistance Programs for public and privately owned companies and organizations.

Article 8. Powers. In connection with the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in the Act and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Act, and any successor or amendment thereto.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article 9. Tax Exempt Status. It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Article 10. Additional Limitations and Requirements.

A. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Purposes set forth herein.

B. The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d),

4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The Corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

Article 11. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for charitable or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid Purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

Article 12. Board of Directors. There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors are listed below:

Samyra Boney
4701 Wyresdale Street
Orlando, Florida 32808

Sonya Montgomery
12145 Cypress Landing Avenue
Clermont, Florida 34711

Kimberly Smith
6705 King Rail Court
Orlando, FL 32810

Thereafter, each Director shall be elected in the manner and at the times set forth in the Bylaws. Any Director may be removed in the manner and at the times set forth in the Bylaws.

Article 13. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected and may be removed in the manner and at the times set forth in the Bylaws.

Article 14. Incorporator. The name and street address of the Incorporator are as follows:

Sonya Montgomery
12145 Cypress Landing Avenue

Clermont, Florida 34711

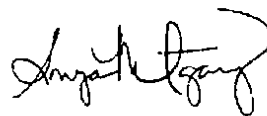
Article 15. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

Article 16. Amendment. The Corporation reserves the right to amend or repeal any provision contained in these Articles or any amendment thereto.

Article 17. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent permitted by law, including but not limited to the Act. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under the Act and other similar laws.

Article 18. Commencement of Corporate Existence. Corporate existence shall commence upon the filing of these Articles with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles on this 26th day of October, 2023. The execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true. The undersigned is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, *Florida Statutes*.



Sonya Montgomery

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

Pursuant to the provisions of Chapter 617 and Section 607.0501, *Florida Statutes*, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida.

1. The name of the Corporation is: Shalanda's House, Inc.
2. The name of the registered agent and the address of the registered office of the Corporation are as follows:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the foregoing 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.

CT Corporation System



Authorized Representative
Registered Agent
Dated: October 26, 2023