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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TELOS CARE, INC.**

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2024 NOV 14 AM 11:57
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Rec. 11/14/24

AMENDED AND RESTATED ARTICLES OF INCORPORATION AM11: 57
OF
TELOS CARE, INC.

FILED
2024 NOV 14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1006 and 617.1007 of the Florida Statutes, the undersigned Florida not for profit corporation adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Telos Care, Inc. (the "Corporation").

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the Corporation is 1177 Louisiana Avenue Suite 214, Winter Park, FL 32789. The mailing address of the Corporation is 1177 Louisiana Avenue Suite 214, Winter Park, FL 32789.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

The general purpose for which this Corporation is organized shall be organized exclusively for charitable and religious purposes under Section 501(c)(3) of the Internal Revenue Code, more specifically to provide counseling training services for churches and their pastoral staff and for charitable faith-based organizations and their staff. The Corporation shall have all the powers of a corporation not for profit organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in Section 617 of the Florida Statutes, these Articles of Incorporation, or the Bylaws; provided, however, that the Corporation is specifically prohibited from engaging in any political activity or

any other activity whereby its status as a corporation not-for-profit or its exemption from federal or state income taxation, if any, would be forfeited or jeopardized.

ARTICLE IV - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, the Corporation's Board of Directors. The Board of Directors of the Corporation shall be elected or appointed in the manner and for the terms provided in the Bylaws. The number of directors shall be as set forth in the Bylaws, and the Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE V - MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 315 E. Robinson Street, Suite 600, Orlando FL 32801, Florida, and the name of the initial registered agent of the Corporation at that address is ZKS Registered Agent Service, LLC. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - AMENDMENT OF ARTICLES OF INCORPORATION

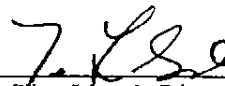
These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the entire Board of Directors of the Corporation.

ARTICLE IX - DISSOLUTION OF CORPORATION

Upon the dissolution of the Corporation, after the payment or provision for the payment of all of the liabilities of the Corporation, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any director, officer or other private person, other than as reasonable payment for services rendered by such person.

The foregoing Amended and Restated Articles of Incorporation were adopted on November 8, 2024. The Corporation has no members entitled to vote on the amendments, and the amendments were adopted by the Board of Directors.

TELOS CARE, INC.

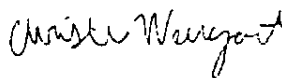
By: 
Tim Lloyd, Director

Date: November 8, 2024

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

ZKS REGISTERED AGENT SERVICE, LLC



By: Christine L. Weingart, Esq.

Date: November 11, 2024