

N 94000000616

The Board
John Holliday
William Krodel
Barry Wright

HCL Institute, Inc.
5111 - 66 Street N. Suite 510
St. Petersburg, FL 33709
<http://www.spbeach.com/hcl>
The Hickok Celebration of Life Institute

March 18, 1999

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


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-04/16/99-01004-009
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Greetings::

Enclosed find a copy of the revised and rewritten Articles of Incorporation of HCL Institute, Inc. These Articles are intended to replace the original Articles of Incorporation. These changes are necessary because of a re-organization of the Institute and because of a new direction of effort.. We are in the process of creating a private school, and the name of the school will be HCL Institute.

Please supply a certified copy of the revised document. Since it is 13 pages long, we include an additional \$5 for the extra charge.

Sincerely,


Floyd A. Hickok, President

FILED
99 APR 16 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
of 4/16/99

"Do not grieve for me.....Celebrate life." Mary H. Hickok

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

HCL Institute, Inc.

(present name)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

The entire original documentation of
incorporation has been revised and
rewritten.

March 1, 1999

SECOND: The date of adoption of the amendment(s) was: _____

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

HCL INSTITUTE, Inc.

Corporation Name

Floyd A. Hickok, President

Signature of Chairman, Vice Chairman, President or other officer

Floyd A. Hickok, President

Typed or printed name

President

Title

March 10, 1999

Date

FILED

99 APR 16 PM 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REVISION OF
ARTICLES OF INCORPORATION
OF
HCL INSTITUTE, INC.
A NON-PROFIT ORGANIZATION

We, the undersigned, along with the Board of Directors of HCL Institute, Inc., being desirous of revising and restructuring the corporation under the provisions of Chapter 617. of the Florida Statutes, do agree to the following:

ARTICLE I

The name of the corporation shall remain the same,

HCL Institute, Inc.

However, since this reorganization will result in a new structure and a new direction, it is the intent that the new organization shall be recognized as having a start-up date as of the date this reorganization is approved.

The address of the principle office of the corporation shall be 5111 - 66 Street N., Suite 510 St. Petersburg, FL 33709, and the mailing address of the corporation shall be the same.

ARTICLE II

Said corporation is organized exclusively for educational and research activities within the meaning of 501(c)(3) of the Internal Revenue Service code of 1954 or the corresponding

provisions of any future United States internal Revenue law.

Notwithstanding any other provisions of these articles, this corporation will not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal law.

In case of dissolution of the corporation the residual assets of the corporation shall be liquidated and the proceeds shall be distributed equally between Catholic Charities of St. Petersburg, FL and Defiance College, Defiance, Ohio except that if the parent organization, LIFE Endeavors, is sold the assets and the school to be founded may be a part of the sale.

ARTICLE III

The officers of the Corporation shall be the President and the Executive Vice-President. The officers shall be the founders or the reorganization, Floyd A. Hickok, President, Donna M. Bryan, Executive Vice-President. A Board of Directors shall be appointed jointly by the President and Executive Vice-President. The term of the Board members shall be indefinite.

ARTICLE IV

The name and address of the original incorporator of these Articles is
Corporation Information Services, Inc
1201 Hays Street
Tallahassee, FL 32201

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

All corporate powers shall be exercised by the President and the Executive Vice-President with the advice and guidance of the Board of Directors.

The names and addresses of the members of the Board of Directors are

William Krodel D 4437 Central Ave. St. Petersburg, FL
John Holliday D
Barry E. Wright D
Floyd A. Hickok DP

Directors to be added at the next meeting of the Board are

Donna M. Bryan DExVP 6918 Duncansby Ave N, St Petersburg, FL
Theresa Withall DVP

BY-LAWS OF HCL INSTITUTE, Inc. A not-for-profit corporation

Article I

OFFICES

The principal office of the Corporation shall be located in the City of St. Petersburg, county of Pinellas and state of Florida. The corporation may also have such offices at such other places within or without the State as the Corporation officers may deem necessary.

ARTICLE II MEMBERS

The persons signing the Certificate of Incorporation as Incorporators shall be the first and only members of the corporation.. The members shall appoint a Board of Directors. The Board of Directors may give advice and guidance relative to the conduct of the business. The Board of Directors may adopt resolutions pertaining to eligibility to be a member of the Board and the manner of suspension or termination of members of the Board .

The rights or interests of a member of the Corporation shall not terminate except upon death or dissolution of the Corporation.

The Annual meeting of the Board of Directors shall occur during December before the ending of the fiscal year.. The meeting shall be held as such place as may be chosen by the Members of the Corporation.. Special meetings may be called on such dates as may be fixed by the Members of the Corporation. A Special Meeting may also be called by the Members or by the action of at least two members of the Board of Directors as permitted by law.

In the event that the Members of the Corporation fail to fix a date and place for an annual or special meeting, members of the Board of Directors shall convene a Special Meetings in accordance with law, and this event shall be held at the principal office of the Corporation.

Annual or Special Meetings of the Board of Directors shall be called by the Members of the Corporation or by two member of the Board authorized to do so by the Board of Directors, except to the extent that directors may be required by law to call a meeting and shall be called by the Secretary on behalf of the Boars, when required to do so my law.

Written notice stating the place, day and hour of the meeting shall be given for all meetings. Such notice shall state the person or persons calling the meeting. Notice for the Annual meeting shall state that the meeting is being called for the election of directors and for the transaction of such other business as may properly come before the meeting. Notice of special meetings shall state the purpose or purposes for which the meeting is called

___At any special meeting only the business stated in the notice of meeting may be transacted thereat. Notice of meeting shall be given either personally or in writing by first class mail at least 10 days before and not more than 50 says before the meeting.. Notice shall be deemed to have been given when deposited with postage prepaid at any post office or any official depository under the exclusive jurisdiction of the United Stated Post Office. Any meeting of the Board of Directors may be adjourned if an announcement of the time and place of the adjourned meeting at the meeting so adjourned.. In the event the Board of Directors fixes a new date for an adjourned meeting, a new notice shall be given in the same manner as herein provided.

At every meeting of the Board of Directors there shall be presented a list or record of members of the Board as of the he record date, certified by the officer responsible for its preparation, and upon request therefor, any member who has given notice to the Corporation, which request shall be made at least 10 days prior to the meeting, shall have the right to inspect such a list or record at the meeting. Such a list shall be evidence of the right of the persons to vote at such

meeting, and all persons who appear on such list or record to be members may vote at such a meeting.

At each annual meeting of the Board of Directors the Chairman of the Board, or if there is none, the President shall present an annual report. Such report shall be filed with the records of the Corporation and entered in the minutes of the proceeding of such annual meeting.

___ Meetings of the Board of Directors shall be presided over by the following order: Chairman of the Board if there is one, the President, the Executive vice-president. The Chairman of the meeting shall appoint a Secretary of the meeting.

___ Every member of the Board of Directors may authorize another person to act for him by proxy in all matters in which a member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the member or his attorney in fact, and shall be revocable at the pleasure of the member executing it, except as otherwise provided by law. Except as otherwise provided by law, no proxy shall be valid after the expiration of eleven months from its date.

___ Except as permitted by law, the members of the Board entitled to cast a majority of the total number of votes entitled to be cast at the meeting, shall constitute a quorum. The members present may adjourn the meeting despite the absence of a quorum. Each member of the Board shall be entitled to one vote. Except as provided by law, all action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum.

In the event any capital contribution shall be made or accepted pursuant to authorization conferred by the Certificate of Incorporation each certificate evidencing such capital contribution shall conform to the laws of the State of Florida.

ARTICLE III

BOARD OF DIRECTORS

The Corporation shall be guided by the advice of the Board of Directors. Each director shall be at least 18 years of age. The number of directors

constituting the entire Board shall be no less than three.. The number of directors may be increased or decreased by action of the embers of the Corporation or by the Board of Directors. The term of office of each Director shall run to the day after the Annual Meeting. At the Annual Meeting the members of the Board for the following year shall be appointed.. Each director shall hold office until the expiration of his term and until his successor has been duly elected and qualified, or until his resignation or removal The Board of Directors may remove any director for cause. A director may resign at any time by giving written notice to the Board of Directors or to any officer of the Corporation. Unless specified in the notice the resignation shall take effect upon receipt thereof by the Board of Directors or such officer. Acceptance of such resignation shall not be necessary to make it effective.

Newly created directorships or vacancies in the Board of Directors may be filled by a vote of a majority of the Board of Directors although less than a quorum, or by the Members of the Corporation. A director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of the predecessor.

A majority of the entire members of the Board of Directors shall constitute a quorum.

ARTICLE IV

OFFICERS

The officers of the Corporation shall consist of President and Executive Vice-president. The founding members of the reorganized Corporation shall hold these offices in perpetuity.. The founding members may appoint other persons to serve as vice-presidents or to be members of the staff., The Board of Directors may censure an officer but may not dismiss him or her.

The president shall be the chief executive officer of the Corporation and shall have the responsibility for the general management of the Corporation and for carrying out the resolutions of the Board of Directors. The President shall hold the office of Treasurer until such time when it becomes desirable to elect a person to that office. The President, acting as Treasurer, shall have the care and custody of all funds of the Corporation and shall deposit such funds in the name of the Corporation in such bank account as shall be determined by the founding members. The President , acting as Treasurer, shall sign all contracts in the name of the Corporation when counter signed by the Executive Vice-President. The President, acting as Treasurer, my sign checks, drafts, notes and orders for payment of money

The Board of Directors shall appoint one of its members to serve as Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and shall keep correct records at the principal office of the Corporation. The Secretary shall have custody of the seal of the Corporation and shall affix and attest the same to documents duly authorized by the Board of Directors.

ARTICLE V MISCELLANEOUS

The Corporation shall keep at the principal office of the Corporation complete and correct records and books of account and shall keep minutes of the proceedings of meetings of the Board.

The fiscal year shall terminate on December 31.

All the by-laws of the Corporation shall be subject to alteration or repeal and new bi-laws may be made by a majority vote of the members entitled to vote in a regular meeting or in a special meeting called for the purpose of changing the by-laws.

The Board of Directors shall have the power to make, alter or repeal from time to time by-laws of the Corporation, except that the Board may not amend or repeal any by-law in which control of the Corporation is vested exclusively in the Board of Directors. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting the by-law to be made, amended or repealed together with a concise statement of the change.

ACTION TAKEN FOR THE PURPOSE OF REORGANIZING HCL INSTITUTE, Inc.

The undersigned, being all the incorporators of the reorganization of HCL Institute, Inc. hereby adopt the following resolutions:

RESOLVED that a copy of the Certificate of reorganized Certificate of Incorporation together with the original receipt showing payment of the statutory fees for reorganization be inserted in the minute book of the Corporation.

RESOLVED that the form of by-laws submitted to the Board of Directors is hereby adopted as and for the by-laws of the Corporation and a copy thereof shall be inserted in the minute book directly following the Certificate of Reorganization.

RESOLVED that the following persons be and hereby are elected as officers and directors of the Corporation to serve in perpetuity.

Floyd A. Hickok
Floyd A. Hickok

Donna M. Bryan
Donna M. Bryan

Date: March 18, 1988