

N95000004029



Serenity Concepts Inc.
601 West Oakland Park Blvd., Suite C16
Oakland Park, Florida 33311

800002472279--6
-03/30/98-01082-013
*****35.00 *****35.00

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NEW FILINGS	
<input type="checkbox"/>	Profit
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend
of 4/17/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 1, 1998

SERENITY CONCEPTS, INC.
601 W. OAKLAND PARK BLVD.
SUITE C-16
OAKLAND PARK, FL 33311

SUBJECT: SERENITY CONCEPTS, INC.
Ref. Number: N95000004029

We have received your document for SERENITY CONCEPTS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for imaging. We ask that you type or carefully print the information in the appropriate blocks.

The attached document should be headed Articles of Amendment and not Articles of Incorporation. The document should include the manner in which directors are to be elected or appointed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6908.

Teresa Brown
Corporate Specialist

Letter Number: 698A00017339

ARTICLE OF AMENDMENTS
to
ARTICLES OF INCORPORATION
of

FILED
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DIVISION OF CORPORATIONS
98 APR 16 AM 10:06

SERENITY CONCEPTS, INC.

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

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

Please see attached copies. Amendments are being added.

ARTICLE I
ARTICLE II
ARTICLE III
ARTICLE IV
ARTICLE V
ARTICLE VI
ARTICLE VII
ARTICLE VIII
ARTICLE IX
ARTICLE X

SECOND: The date of adoption of the amendment(s) was: JANUARY 20, 1998

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.

SERENITY CONCEPTS INC

Corporation Name

Basil T. Phillips

Signature of Chairman, Vice Chairman, President or other officer

BASIL T. PHILLIPS

Typed or printed name

PRESIDENT

Title

JANUARY 20, 1998

Date

The following Amendments were adopted by the Board of Directors

Serenity Concepts, Inc.
A Non-profit Corporation

These Amendments were adopted by the incorporators for the purpose of establishing a non-profit corporation under the provision of the Florida non-profit corporation act as follows:

ARTICLE I

Name: The name of the corporation is Serenity Concepts, Inc.

ARTICLE II

Duration: The duration of the Corporation shall be perpetual.

ARTICLE III

Office: The location of the corporation is in the County of Broward, and the State of Florida. The address of the registered office is 601 W. Oakland Park Blvd., Suite C-17, Oakland Park, FL, 33311.

ARTICLE IV

Purpose: The Corporation is organized as a non-profit corporation for the following purposes:

A. The Specified Primary Purposes are:

- 1) To provide a facility to administer the holistic approach to meet the physical, spiritual, and psychological needs of the community. In addition, a systemic approach will address the environmental aspects as key factors in determining the clients attitudes, values and behaviors.
- 2) To act as a resource to address the problems inherent in communities at large: Family discord, poverty, high crime, substance abuse, educational deficits, unemployment, child abuse, health care and homelessness.

- 3) To provide a systemic and comprehensive program of mental health services to include, but not limited to the following areas:
 - a) Psychotherapeutic Services (Pastoral - traditional- and clinical counseling): Individual group, family, pre-marital and marital counseling, relaxation therapy, psychological assessment and evaluation.
 - b) Social/Outreach Services:
 - i. Service to H.R.S. - Foster care, adoption
 - ii. Linkage with vocational rehabilitation social security
 - iii. Probation and Parole Departments
 - iv. Special population groups: elderly, intellectual deficient
 - v. Therapeutic day care programs
 - vi. Care for children (Day Care environment)
- 1) To develop a minority research facility in the minority communities to address: changing social conditions, develop effective treatment techniques, create advocates and lobbyists for minority issues.
- 2) To provide psychotherapy research and graduate internships. To act as a liaison between the community and academic institutions. To further provide practice placement for observations and exposure to undergraduate students.
- 3) To provide seminars and workshops in:
 - a) family life
 - b) child care
 - c) cultural awareness
 - d) substance abuse
 - e) stress management
 - f) Christian living
 - g) teenage parenting
 - h) esteem building
 - i) healthy nutrition
 - j) others
- 4) To provide consultation to the following:
 - a) Mental Health Clinic
 - b) Health Agencies
 - c) Education and Institutions
 - d) Social and Religious Groups
 - e) Private Industries

B. In furtherance, but not in limitation of the foregoing charitable and educational purposes, the Corporation shall have the following powers:

- 1) To solicit, collect, and receive monies and other assets, and to administer funds and contributions received by grant, gift, deed bequest or devise, otherwise to acquire money, securities, property, rights and services of every kind and description, and to hold, invest, expand, contribute, use, sell or otherwise dispose of any monies, securities, property, rights or services acquired for the purposes above mentioned:
- 2) To exercise all other rights and powers conferred upon corporations formed under the General Non-profit Corporation Act of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein, that are not in furtherance of the specific and primary charitable and educational purposes of the corporation.

All of the foregoing purposes and powers shall be exercised exclusively for charitable and educational purposes in such manner that the Corporation shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE V

Qualification of Members. Any person 21 years of age or older committed to the specific and primary purposes stated herein, upon the approval of the board of directors, shall be eligible for membership in this Corporation.

- C. Upon winding up the dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities of the corporation, shall be distributed to an organization and used exclusively to accomplish the general purposes for which this corporation is organized. If the corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the circuit court of Broward County in which the Corporation's Principal Office is located, upon petition thereof by the Attorney General or by any persons concerned in the liquidation.

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- D. Any person, their heir, executor or assign, made or threatened to make a party to any action, suit or proceeding by reason of the fact that he/she is or was a director or officer of the corporation, shall be indemnified by the Corporation against any and all liability and reasonable expense, including attorney's fee and disbursement incurred by him/her in connection with the defense of settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such director or officer is liable for negligence or misconduct in the performance of his/her duties. Such right, of indemnification shall be deemed exclusive of any other rights to which such director or officer may be entitled apart from this article.

AMENDMENTS TO THE ARTICLES OF INCORPORATION

ARTICLE VI

The number of Directors may be fixed or changed from time to time by amendment of the by-laws of this corporation, adopted by the vote of the members of the Corporation entitled to exercise a majority of the voting power, or the vote of a majority or a quorum at a meeting of members of the corporation called pursuant to the by-laws, but in no event shall the number of directors be less than three (3) Directors.

ARTICLE VII

The Board of Directors shall have the power to make, alter or rescind the by-laws of the corporation by the affirmative vote, or a majority of the Directors at any meeting called pursuant to the by-laws.

ARTICLE VIII

The Corporation is formed solely for charitable and educational purposes. The Corporation is not organized, nor shall it be operated for the primary purpose of generating pecuniary gain or profit, and it will not distribute any gains, profit, or dividends to the members thereof, or to any individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of its specific and primary purposes. The property, assets, profits, and net income of the corporation are irrevocably dedicated to charitable, educational, and scientific purposes, and no part of the profit or net income of the corporation shall inure to the benefit of any Director, Officer, or member of the benefit of any individual.

ARTICLE IX

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by any organization exempt from Federal income tax under section (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE X

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt, as organizations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

OATH OF RESIDENT AGENT

Pursuant to, and as an addendum to the Articles of Incorporation of
SERENITY CONCEPTS, INC., a corporation not for profit, the undersigned hereby
states that the corporate office and the resident agent there upon whom process may be
served for SERENITY CONCEPTS, INC., 601 W. OAKLAND PARK BLVD., SUITE
C-17, FT. LAUDERDALE, FL, 33311.

The undersigned accepts such responsibility as said resident agent.

Date:

APRIL 6TH, 1998

Basil T. Phillips

Basil T. Phillips

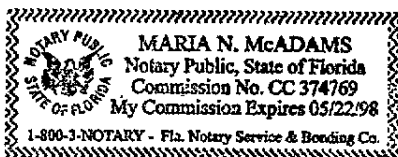
STATE OF FLORIDA

COUNTY OF BROWARD

I HEREBY CERTIFY that on this day before me an officer duly qualified to take
acknowledgments personally appeared BASIL T. PHILLIPS, to me known to be the
person described in and who executed the foregoing instrument and acknowledged before
me that he executed the same.

WITNESS MY HAND AND OFFICIAL SEAL IN THE County and State last
aforesaid this 6th day of April, 1998.

My Commission Expires:



Maria N. McAdams

NOTARY PUBLIC

FL DL # P412-078-54-003-0
exp 1/3/01