

N97000003261

Capitol Services, Inc.

1406 Hays St., Suite 2

Tallahassee, FL 32301

(850) 878-4734
Kathi or Brent

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Trees for Life, Inc.
(Corporation Name)

N97-3261
(Document #)

Amended & Restated Articles

2. _____
(Corporation Name)

(Document #)

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(Document #)

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3. _____
(Corporation Name)

(Document #)

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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TO KNOWLEDGE
SUFFICIENCY OF FILING

☒ Pick up time
☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

AMENDMENTS

☒ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

☐ Profit

☐ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

Examiner's Initials

AR
8/10/01

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

01 AUG 10 PM 12:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person, competent to contract, subscribes to these Articles of Incorporation to form a non-stock corporation, not organized for profit, under the provisions and subject to the requirements of law for such cases made and provided by the State of Florida.

ARTICLE I

Name. The name of this corporation shall be:

Trees for Life, Inc.

ARTICLE II

Principle place of Business. The principle place of business of the corporation shall be in the State of Florida, County of Orange and may be changed from time to time as determined by the Board of Trustees. The initial mailing address of the corporation shall be:

3127 Carmia Drive,
Orlando, Florida 32806

ARTICLE III

Business and Activities. This corporation is organized for the purpose(s) exclusively for charitable, religious and educational purposes. To assist low economical and destitute persons to become more productive within our society. No part of the activities of the corporation shall attempt to influence legislation, and 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, 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 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (3) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Dissolution. Upon dissolution or final liquidation of the corporation, all assets of the corporation shall be applied and distributed as follows:

- (a) All liabilities and obligations of the corporation shall be paid, satisfied and discharged or adequate provision shall be made therefore.
- (b) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.
- (c) Other assets, if any, shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of this corporation, provided, that any such distributee, shall at the time of such distribution, hold a tax exempt status under the laws and regulations of the Internal Revenue Service of the United States of America.

ARTICLE IV

This corporation shall be regulated and directed by the President and a Board of Trustees consisting of five (5) members, which the board of trustees shall be a self-perpetuating body and the numbers thereof may be increased or decreased by change in the bylaws of the corporation, provided, however, that the number thereof shall not at any time be less than five (5).

Term of Existence. This corporation shall have perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial register office of the corporation is 3127 Carmia Drive, Orlando, Florida 32806, and the name of the initial registered agent of the corporation at the address is Richard O. Messier.

ARTICLE VI

Incorporator. The name and address of each incorporator signing these Articles are:

<u>Name</u>	<u>Address</u>
Richard O. Messier (President)	3127 Carmia Drive, Orlando, Florida 32806
Hageo Gautier (Vice President)	4932 Holly Bay Way, Orlando, Florida 2829
David Crowder (Treasure)	1712 Cinnamon Cir, Casselberry, Florida 32701
Matthew D. Messier (Trustee)	773 Brook Forest Court, Apopka, Florida 32712
Connie Swartwood (Secretary)	1920 WoodCrest Dr. #2 Winter Part, Florida 32792

ARTICLE VII

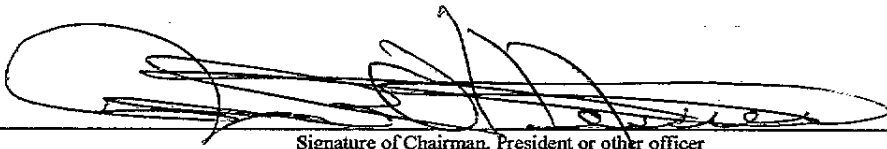
Amendment to Articles. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the President and the Board of Trustees.

ARTICLE VIII

ByLaws. The power to adopt, alter, amend or repeal ByLaws of the corporation shall be vested in the President and the Board of Trustees in accordance with said ByLaws.

The date of the adoption of the amended and restated Articles was 26 JUNE 2001

There are no members entitled to vote on the amendment. The amendment(s) were adopted by the board of directors.



Signature of Chairman, President or other officer

RICHARD O. MESSIER

Typed or printed name

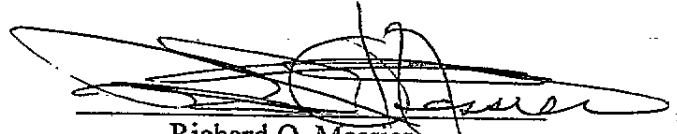
PRESIDENT

Title

9 AUG. 2001

Date

IN WITNESS WHEREOF, the undersigned does hereby set his/her hand and seal and has acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida this 7 day of August, 2001.


Richard O. Messier

STATE OF FLORIDA

SS:

COUNTY OF ORANGE

BEFORE ME personally appeared Richard O. Messier, to me well known to be the incorporator described in and who executed the forgoing Articles of Incorporation And has acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 7 day of August, 2001.

ROBERT KLINEFELTER
Notary Public, State of Florida
My comm. exp. Nov. 19, 2004
Comm. No. CC 982730


NOTARY (Seal)


CERTIFICATE DESIGNATING REGISTERED AGENT FOR
THE SERVICE OF PROCESS WITHIN THIS STATE

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act.

Trees for Life, Inc., desiring to organize as a corporation under the laws of the State of Florida with its registered office at 3127 Carmia Drive, Orlando, Florida 32806, has named Richard O. Messier, located at the above registered office as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of said act relative to keeping open and office.



Richard O. Messier

Date: 7 Aug. 2001

FILED
01 AUG 10 PM 12:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA