

N98000001756

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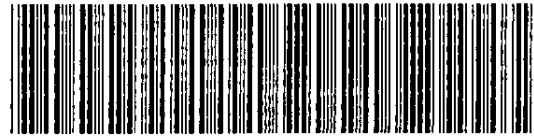
(Business Entity Name)

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STATE OF ARIZONA
TOLSON

N98000001756
and total
of
CBS 2/30/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CAFÉ OF LIFE, INC.

DOCUMENT NUMBER: _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

MARIETTA BALA
(Name of Contact Person)

(Firm/ Company)

23056 SHADY KNOLL DRIVE
(Address)

BONITA SPRINGS, FL. 34135
(City/ State and Zip Code)

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

KEN CYRUS at (239) 498-2128 LEFW@AOL.COM
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 9, 2011

MARIETTA BALA
23056 SHADY KNOLL DRIVE
BONITA SPRINGS, FL 34135

SUBJECT: CAFE OF LIFE, INC.
Ref. Number: N98000001756

We have received your document for CAFE OF LIFE, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The correct statute number for a non profit corporation is 611.1007.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 711A00005741

AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION
OF
CAFÉ OF LIFE, INC

Pursuant to the provisions of section ^{617,1007} ~~617.1007~~, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation and adopts this Restatement of Articles of Incorporation, as amended:

FIRST: Articles II, III, IV, V, VII, VIII and IX are amended, and replaced by the Articles I through XI in the following RESTATEMENT OF ARTICLES OF INCORPORATION:

RESTATEMENT OF ARTICLES OF INCORPORATION
OF
CAFÉ OF LIFE, INC.

FILED
MAR 28 AM 9:39
STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF BAY

ARTICLE I. NAME OF CORPORATION: The name of the corporation is CAFÉ OF LIFE, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS: The principal office of the corporation is located at 23056 Shady Knoll Drive, Bonita Springs, Florida 34135 and the mailing address is: P. O. Box 367794, Bonita Springs, Florida 34136.

ARTICLE III. REGISTERED AGENT: The name of the registered agent of the corporation is ,and the address of the registered agent is Marietta Bala, 23056 Shady Knoll Drive, Bonita Springs, Florida 34135

ARTICLE IV. DURATION/MEMBERSHIP: The period of duration is perpetual. There are no members.

ARTICLE V. BOARD OF DIRECTORS: The method of selection of the Board of Directors and the number of directors shall be stated in the bylaws.

ARTICLE VI. INCORPORATORS: The name and address of the incorporator is:

Dale C. Walker
10271 River Drive
Bonita Springs, Florida 34135

ARTICLE VII. CORPORATE PURPOSES: This corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) OF THE Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. Accordingly:

1. The purpose of the corporation includes, but is not limited to, providing basic human needs to the very poor and hungry people of Bonita Springs in a manner that preserves the dignity of the client in a respectful environment.
2. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institutions, foundations, or governmental

bureaus, departments or agencies.

3. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) an organization exempt from Federal and state income tax under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII. NO PRIVATE INUREMENT: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 in the purpose clause hereof.

ARTICLE IX. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

ARTICLE X. DISSOLUTION: Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, by distributing the assets to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes, or shall be distributed to the federal government, or to a state or local government for a public purpose.

ARTICLE XI. INDEMNIFICATION. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or 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 gross negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

SECOND: The date of adoption of the amendments and of this Restatement of Articles of Incorporation was: April 20, 2010.

THIRD: There are no members. The amendments and the Restatement of Articles of Incorporation were adopted by the Board of Directors.

CAFÉ of LIFE, Inc.

Marietta C Bala
Marietta Bala, Chairperson and President

Dated: 2/14/11

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Café of Life, Inc., a Florida not for profit corporation.

Marietta C. Bela

Date:

2/14/11