

Thornton Williams and Associates

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May 3, 1999

N 99000002861

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-05/05/99-01044-003
*****78.75 *****78.75

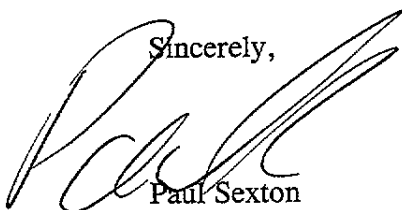
SUBJECT: Lifestrategies and Information For Everyone, Inc.

To Whom It May Concern:

Enclosed are an original and two (2) copy of the articles of incorporation and a check for \$78.75.

Please contact this office if there are any questions.

Sincerely,



Paul Sexton

FILED
99 MAY -5 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS:gs

enclosures

cc: Carol Patterson-Ramsey

5/10/99
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ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

Lifestrategies and Information For Everyone, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Lifestrategies and Information For Everyone, Inc.
P.O. Box 15224
Tallahassee, FL 32317-5224

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized are:

The corporation is a nonprofit organization organized for the purposes of providing training and advocacy to empower individuals in a rural and urban perspective to make choices that have good consequences upon which to build a foundation for self-sufficiency for themselves and their families.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

By unanimous vote of Governing Members.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Paul Sexton
Thornton Williams and Associates
Attorneys at Law
215 South Monroe St., Suite 600-A
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

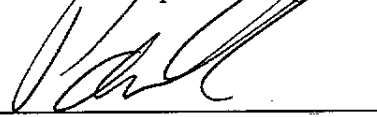
ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Carol Patterson-Ramsey
Lifestrategies and Information For Everyone, Inc.
P.O. Box 15224
Tallahassee, FL 32317-5224

Carol Patterson-Ramsey Date: *May 3, 1999*
Carol Patterson-Ramsey, Incorporator, Director, President
Signature/Incorporator Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

 5/3/99
Paul Sexton
Signature/Registered Agent Date

ARTICLE VII CLASSES OF MEMBERS

There shall be two classes of members: Governing Members and Associate Members. Governing Members shall have the right to vote on matters affecting the corporation, as further described in these Articles. Associate Members will have no right to vote on matters affecting the Corporation.

ARTICLE VIII MEMBERSHIP

A person may become a member of the Corporation if he or she is a professional or skilled instructor involved in the delivery of training services to enhance personal and business productivity and efficiency. A person may become a Governing Member only upon unanimous vote of the then-current Governing Members. A person may become an Associate Member upon majority vote of the then-current Governing Members. At the time of incorporation, there shall be one Governing Member, the Incorporator, Carol Ramsey, Ph.D., who shall thereafter remain a Governing Member until these Articles are amended.

ARTICLE IX ACTIONS BY GOVERNING MEMBERS

Except as otherwise expressly provided in these Articles, all actions by Governing Members shall be by unanimous vote, which may be taken at a meeting or without a meeting, as permitted by law. Unless otherwise provided by these Articles, each Governing Member shall be entitled to one vote.

ARTICLE X DIRECTORS

There shall be the minimum number of directors required by law. Directors shall be appointed by majority vote of the Governing Members. Unless otherwise provided by law, all vacancies shall be filled by vote of the Governing Members. Directors shall have the powers conferred by these Articles. Unless otherwise provided by law, Directors may be removed only on a unanimous vote of the Governing Members. At the time of incorporation and thereafter, the Incorporator, Carol Ramsey, Ph.D., will be a Director of the Corporation. Unless prohibited by law, all actions of the Directors shall be by unanimous vote of all then-current Directors, no matter how many are then in office, which vote may be taken at a meeting or without a meeting, as permitted by law. The compensation for the Directors shall be approved by the Governing Members.

ARTICLE XI AMENDMENT OF ARTICLES

These Articles may be amended to any form permitted by law. These Articles may only be amended by unanimous vote of all then-current Governing Members, provided that this provision may be so amended to provide for other means of amending the Articles, which shall thereafter govern amendment of these Articles.

ARTICLE XII BYLAWS

The Corporation may adopt such bylaws as are consistent with these Articles and in the manner provided by law. Such bylaws shall not be effective until ratified by a unanimous vote of the Governing Members. Once effective, such bylaws may be amended only on a unanimous vote of the Governing Members.

ARTICLE XIII OFFICERS

The Corporation shall have the following officers: President, Vice President, Secretary, and Treasurer. A single person may hold one or all of these offices. At the time of incorporation and thereafter, all of the foregoing offices shall be held by the Incorporator, Carol Ramsey, Ph.D., who shall remain President of the Corporation until otherwise provided by amendment to these Articles. Changes in other officers shall be by vote of the Governing Members and additional officers may be created by vote of the Governing Members. Compensation of the officers shall be set by the President, subject to approval by the Governing Members.

ARTICLE XIV PRESIDENT

The President shall have the primary duty and authority to manage the Corporation's day-to-day affairs, prepare or approve proposed contracts, responses to invitations to bid, invitations for proposals or similar submissions on behalf of the Corporation, enter into contracts on behalf of the Corporation, employ persons and agents to render services to or on behalf of the

Corporation, prepare or approve operating budgets, operational plans and Corporation policies, and authorize the expenditure of monies by the Corporation and its agents. The foregoing notwithstanding, the Corporation may not borrow money or guarantee the payment by any third party except upon the unanimous vote of the Governing Members. Unless otherwise provided in these Articles, or as otherwise directed by the President, all other officers and all employees and agents shall report to and be under the direction and control of the President. The President may delegate his or her authority to other officers of the Corporation in writing, and such delegation shall be subject to such conditions as to time and manner as stated in the written delegation. The President may temporarily delegate his or her authority to an employee of the Corporation only for a specific purpose and for a specific duration.

ARTICLE XV VICE PRESIDENT

The Vice President shall have the authority to manage the Corporation's day-to-day affairs in the absence of the President, and may also exercise such other authority as delegated in writing by the President. However, unless specifically delegated in advance in writing by the President, in exercising the President's authority in the absence of the President, the Vice President may not exercise his or her powers to countermand, annul or reverse any decision of the President, enter into or reject any contract, employ or discharge any employee or agent, or take any action substantially changing the operational, legal or financial status of the Corporation. All actions taken in violation of this limitation shall be ultra vires and the Vice President shall be personally liable to the Corporation for all damaged, costs or liabilities incurred by the Corporation as a result thereof.

ARTICLE XVI SECRETARY

The Secretary shall have responsibility to maintain the official records of the Corporation, and may also exercise such other authority as delegated in writing by the President.

ARTICLE XVII TREASURER

The Treasurer shall have responsibility to maintain the funds owned or held by the Corporation, to maintain records of all financial affairs of the Corporation, and may also exercise such other authority as delegated in writing by the President.

ARTICLE XVIII DUES AND MEMBER CONTRIBUTIONS

Members shall be required to pay such annual dues, which may be differentiated by member class, as are established by the Governing Members. Governing Members shall be required to make such contributions to the capital or operating needs of the Corporation as are determined by the Governing Members.

ARTICLE XIX MEETINGS AND ACTIONS

To the extent not provided herein, the Governing Members or the Directors shall meet or act as required to conform to the requirements of the law governing not for profit corporations or successor laws. The Corporation shall act and shall refrain from acting as required to conform to the requirements of the law governing not for profit corporations or successor laws. Except as otherwise required by law, all meetings and actions shall be consistent with these Articles.

These Articles shall be construed according to their plain meaning and each provision shall be given its full force and effect, provided that such construction shall not be contrary to law, in which case such provision shall be construed as necessary to conform to the requirements of law or, if such construction cannot be reasonably so construed, shall be deemed superceded by the express requirements of law, but only to the extent expressly required by law.