

P04 000055141

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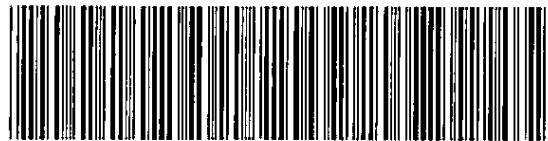
(Business Entity Name)

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TALLAHASSEE, FL

K. HUNT

07/25/24

July 23, 2024

Division of Corporations
Department of State
Attn: Amendment Section
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303
850.245.6050

re: Lucent Collaborative Services, Inc. (Doc. # P04000055141)

To Whom It May Concern:

On behalf of the above-referenced entity, please find enclosed the following documents for immediate filing:

- *Amended and Restated Articles of Incorporation*
- *Certificate of Acceptance of Registered Agent*

Please also find enclosed a check made payable to the Florida Department of State in the amount of \$70.00 representing the applicable fees associated with the filing (Amended and Restated Articles of Incorporation—\$35.00; Registered Agent fee—\$35.00).

Should you have any questions, please do not hesitate to contact me at 352-332-6131. Thanks again.

Sincerely,



Dee-Dee Scharf

Encl.

Certificate of Articles of Amendment

**AMENDING AND RESTATING
THE ARTICLES OF INCORPORATION
OF**

LUCENT COLLABORATIVE SERVICES, INC.


Pursuant to and in accordance with Sections 607.1003, 607.1006, and 607.1007 of the Florida Business Corporation Act (Chapter 607, Florida Statutes) ("FBCA"), for the purpose of filing amended and restated articles of incorporation of Lucent Collaborative Services, Inc., a Florida corporation (hereinafter the "Corporation"), with the Division of Corporations, Florida Department of State, the undersigned, being a director and officer of the Corporation, does hereby certify:

FIRST: The Corporation's original Articles of Incorporation were filed and became effective with the Secretary of State of Florida on March 31, 2004, under the name of Logascio Consultation Services, Inc., and assigned Document No. P04000055141. Prior to the amendments contained in this Certificate, the Corporation filed amendments to its Articles of Incorporation on or about November 20, 2012 (changing its name to LCS Integrative Counseling & Consulting Services, Inc.), June 23, 2014, April 17, 2015, November 19, 2021 (changing its name to Lucent Collaborative Services, Inc.), and April 18, 2023.

SECOND: The Corporation's Amended and Restated Articles of Incorporation (in full text appearing below and attached hereto) were duly adopted by all of the directors and a majority of the holders of the voting stock of the Corporation pursuant to Sections 607.0821 and 607.0704 of the FBCA on July 23, 2024. The number of votes cast for the amendments to the Corporation's Articles of Incorporation (in the form as previously amended and appearing of record immediately prior to the effectiveness of this Certificate), was sufficient for approval of each new amendment's adoption.

THIRD: The Corporation's Articles of Incorporation are hereby amended and restated in their entirety consolidating all amendments thereto into a single document, and shall supersede the Corporation's original Articles of Incorporation and all amendments and restatements in their entirety occurring prior to the effectiveness of this Certificate.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 23rd day of July 2024.



Alice-Diane "Dee Dee" Scharf
Chief Executive Officer, and Chairperson
and Member of the Corporation's Board
of Directors

Attachment:

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LUCENT COLLABORATIVE SERVICES, INC.

ARTICLE I
NAME

The name of this corporation is LUCENT COLLABORATIVE SERVICES, INC. (the "Corporation")

ARTICLE II
DURATION

The term of existence of this Corporation is perpetual.

ARTICLE III
PURPOSE

This Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESSES

The principal office and mailing address of this Corporation is 4703 N.W. 53rd Ave., Suite A-2, Gainesville, FL 32653, either of which may be changed or relocated from time to time to such address and city within or without the State of Florida as may be designated by this Corporation's board of directors (the "Board").

ARTICLE V
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Thousand (100,000) shares, all of which shall be designated Common Stock, \$0.001 par value. Each issued and outstanding share of Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders.

Attachment:

ARTICLE VI SHAREHOLDER MEETINGS AND ACTIONS

At each annual or special meeting of shareholders, a quorum shall constitute the presence in person or by proxy of the holders of stock having a majority of the votes which could be cast by the holders of all outstanding shares of stock entitled to vote at the meeting.

Action permitted or required of the shareholders at any annual or special meeting may be taken without a meeting, without prior notice, and without a vote if the action taken without a meeting is taken if the action is taken by the written consent of the holders of outstanding shares representing not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

No cumulative voting shall be allowed or permitted as a matter of right or otherwise for any purpose involving shareholder voting or written action, including without limitation any removal or election of directors.

ARTICLE VII BOARD OF DIRECTORS

The Board shall consist of not fewer than one (1) director. The number of directors constituting the Board within these limits may be fixed, and increased or decreased, from time to time as provided under and in accordance with these Amended and Restated Articles of Incorporation (together with all subsequent amendments and restatements, the "Articles") or the Corporation's bylaws (as from time to time amended, the "Bylaws"). All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the Board. Each Board member must be a natural person who is at least 18 years of age but need not be a resident of Florida or a shareholder of this Corporation.

The shareholders may remove one or more directors with or without cause pursuant to a vote or written action taken by holders of stock representing not less than a majority of outstanding shares entitled to vote thereon.

ARTICLE VIII DIRECTOR ACTION WITHOUT A MEETING

Any action required or permitted to be taken at a meeting of the Board (or of a committee of the Board) may be taken without a meeting, without prior notice and without a vote if the action is taken by the written action of all members of the Board (or of such committee of the Board). The action must be evidenced by one or more written consents describing the action taken and signed by each director (or committee member), which consent(s) shall be filed in the official minute books of this Corporation in which proceedings of meetings of the Board are recorded. Any action taken by written consent under this Article shall be deemed effective when the last director signs the consent, unless the consent specifies otherwise, and shall have the same effect as a meeting vote and may be described as such in any document.

Attachment:

ARTICLE IX BYLAW AMENDMENTS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, each of the Board and this Corporation's shareholders is expressly authorized and empowered to make, alter, amend and repeal the Bylaws in any respect not inconsistent with the laws of the State of Florida or with these Articles. For the shareholders to make, alter, amend or repeal the Bylaws in any respect, such action (in addition to any other vote required under applicable law or elsewhere in these Articles) must be approved and adopted by the affirmative vote of the holders of a majority of the outstanding shares of this Corporation's capital stock entitled to vote thereon. The Board may freely alter, amend or repeal the Bylaws unless (a) these Articles or the FBCA reserves the power to alter, amend or repeal the Bylaws generally or a particular Bylaw provision exclusively to the shareholders, or (b) the shareholders, in altering, amending or repealing the Bylaws generally or a particular Bylaw provision, provide expressly that the Board may not alter, amend or repeal the Bylaws or that particular Bylaw provision.

ARTICLE X AFFILIATED TRANSACTIONS

This Corporation expressly elects not to be governed by Section 607.0901 of the FBCA relating to affiliated transactions.

ARTICLE XI CONTROL SHARE ACQUISITIONS

This Corporation expressly elects not to be governed by Section 607.0902 of the FBCA relating to control share acquisitions.

ARTICLE XII AMENDMENTS TO ARTICLES AND EFFECT

These Articles intend to amend and restate this Corporation's articles of incorporation in their entirety as herein set forth herein; and upon the effectiveness of these Articles upon filing, these Articles shall supersede the Corporation's original articles of incorporation and all amendments and restatements made prior hereto in their entirety.

This Corporation reserves the right to alter, amend or repeal any provision contained in these Articles, or any amendment thereto, in the manner provided in the FBCA, and any and all rights conferred upon this Corporation's shareholders is subject to this reservation.

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Attachment:

**ARTICLE XIII
REGISTERED OFFICE AND AGENT**

Pursuant to the provisions of Section 607.0502 (and so much of ss. 607.1006 or 607.1007 as may apply), Florida Statutes: The street address of the Corporation's registered office shall be and remain 4703 N.W. 53rd Ave., Suite A-2, Gainesville, FL 32653. The name of the Corporation's new registered agent at that office is and shall be Alice-Diane "Dee Dee" Scharf.

* * * * *


CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Lucent Collaborative Services, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as a new registered agent and to accept services of process for the Corporation at the registered office both as designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and the undersigned is familiar with, and accepts, the obligations of its position as registered agent. In in that regard, the undersigned further explicitly acknowledges and states as follows:

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on this 23rd day of July 2024.



Alice-Diane "Dee Dee" Scharf
Registered Agent

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TALLAHASSEE, FL
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