

# N 23193

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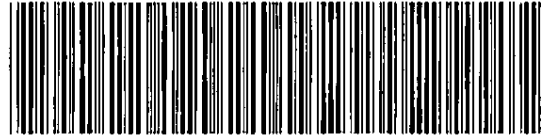
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**GRAY ROBINSON**  
ATTORNEYS AT LAW

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February 20, 2019

E-MAIL ADDRESS  
*mwilkinson@gray-robinson.com*

**VIA HAND DELIVERY**

Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: A Woman's Choice, Inc., a Medical Program for Women  
Our File No. 410527-1

To Whom It May Concern:

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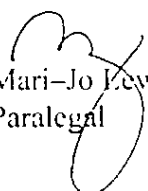
Enclosed for filing, please find an original and one copy of **AMENDED AND RESTATED ARTICLES OF INCORPORATION** for:

**A Woman's Choice, Inc., a Medical Program for Women,  
A Florida not-for-profit corporation  
Document Number: N23193**

Please **FILE AND ISSUE A CERTIFIED COPY** of these Articles of Amendment. This firm's check in the amount of **\$43.75** is enclosed. Additionally, upon receipt, please date stamp the copy of this letter provided and call me when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

  
Mari-Jo Lewis-Wilkinson  
Paralegal

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**A WOMAN'S CHOICE, INC., A MEDICAL PROGRAM FOR WOMEN,  
a Florida not-for-profit corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS IS THE AMENDED AND RESTATED ARTICLES OF INCORPORATION of A WOMAN'S CHOICE, INC., A MEDICAL PROGRAM FOR WOMEN, a Florida not-for-profit corporation (Document Number: N23193) ("Corporation"), which was duly adopted by a vote of the Board of Directors of the Corporation at a duly called and held meeting at which a quorum was present, promptly noticed and held in accordance with the Bylaws of the Corporation, the Articles of Incorporation of the Corporation and applicable law. This Amended and Restated Articles of Incorporation is filed pursuant to Section 617.1007 of the Florida Statutes and restates all of the existing Articles and adds additional provisions to the Articles of Incorporation. The Amended and Restated Articles of Incorporation for the Corporation are as follows:

ARTICLE I.

The name of the Corporation is:

A WOMAN'S CHOICE, INC., A MEDICAL PROGRAM FOR WOMEN

ARTICLE II.

The street address of the registered office of the Corporation is 1234 East Lime Street, Lakeland, Florida 33801, and the name of the registered agent of this Corporation at that address is Rebecca Klein.

ARTICLE III.

The purpose of this Corporation is as follows:

- (a) To minister to women and families confronted with pregnancy they consider unwanted, unplanned or unmanageable.
- (b) To bring about reconciliation of people to God and each other.
- (c) The Corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to both real and personal property, and to improve, encumber, sell, convey and dispose of all such property in conformity with the Bylaws of said Corporation, and each and every power and right granted to Corporation Not for Profit under the laws of the State of Florida.
- (d) The purposes of which this Corporation is organized are exclusively religious, charitable, scientific, literary and educational, within the mean of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United State Internal Revenue Code.

(e) Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States Internal Revenue law.

(f) This Corporation is formed primarily for religious purposes and the Statement of Faith, as set forth in the Bylaws of the Corporation, setting for the Christian doctrine and practice of this Corporation, shall direct and control the activities and function of this Corporation.

#### ARTICLE IV.

The Corporation shall not have members. All references to Members shall be deemed to mean those persons elected as Directors and serving on the Board of Directors of the Corporation from time-to-time. No Director or member of the Board of Directors shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchise of this Corporation, or any right, interest or privilege which may be inheritable or which shall continue after his/her term of office on the Board of Directors ceases.

#### ARTICLE V.

The Corporation shall exist perpetually or until dissolved by due process of law. Should this Corporation cease to exist as a legal entity and its Charter is terminated, title to all of its assets and property, real and personal, shall vest in such entity as is designated by the then Board of Directors of the Corporation, as long as such entity is formed for a purpose similar to the purpose for which this Corporation is formed and so long as such entity is an exempt organization and qualifies under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding Sections of any future law.

#### ARTICLE VI.

The Board of Directors of this Corporation shall consist of not be less than three (3) nor more than fifteen (15) persons.

#### ARTICLE VII.

The names and addresses of the original incorporators and subscribers are deleted.

#### ARTICLE VIII.

The affairs of this Corporation shall be managed by a Board of Directors who shall elect officers as follows: a President, Vice-President, Secretary and Treasurer, which offices shall be provided for in the Bylaws. They shall be elected from time-to-time in accordance with the Bylaws, and each shall hold office until his or her successor is elected and qualified.

#### ARTICLE IX.

The names and addresses of the initial officers are deleted.

ARTICLE X.

The Bylaws of this Corporation are to be made, altered and rescinded by a two-thirds (2/3rds) vote of the Directors of the Corporation present and voting at a properly called and held meeting of the Board of Directors.

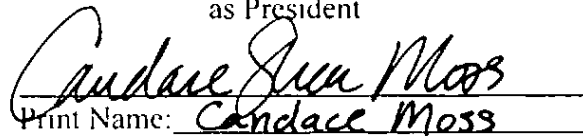
ARTICLE XI.

The Articles of Incorporation may be amended in the manner provided by law. All amendments shall be approved by a two-thirds (2/3rds) vote of the Directors of the Corporation present and voting at any properly called and held meeting of the Board of Directors.

The foregoing Amended and Restated Articles of Incorporation were approved by not less than a two-thirds (2/3rds) vote of the Directors of the Corporation present and voting at a properly called and held meeting of the Board of Directors held on January 21, ~~2018~~ 2019,



Print Name: Clarke S. Freed  
as President



Print Name: Candace Moss  
as Secretary