

N 02 000000 257

TRANSMITTAL LETTER

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

000004764630--6
-01/10/02--01032--008
*****87.50 *****87.50

SUBJECT: Creating A Clean And Sober Tampa Bay, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

02 JAN 10 PM 1:07

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM: George McLauchlin

Name (Printed or typed)

3116 Cocos Road

Address

Tampa, Florida 33618

City, State & Zip

813-930-8522

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

F. CHESSEY JAN 1 5 2001

ARTICLES OF INCORPORATION
OF
CREATING A CLEAN AND SOBER TAMPA BAY INC.
A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned, acting as the incorporators of a corporation pursuant to chapter 617, Florida Statute, adopts the following Articles of Incorporation:

I. NAME OF CORPORATION

The name of this Corporation is:

CREATING A CLEAN AND SOBER TAMPA BAY INC.

II. PRINCIPAL OFFICE

The principal office of this Corporation is:

3116 Cocos Road
Tampa, Florida 33618

III. MAILING ADDRESS

The mailing address of this Corporation is:

3116 Cocos Road
Tampa, Florida 33618

IV REGISTERED AGENT

The registered agent for the Corporation is:

George McLauchlin

3116 Cocos Road
Tampa, Florida 33618

V. DURATION

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles with the Florida Division of Corporations.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 10 PM 1:07

VI. MEMBERSHIP

The qualification for members, if any , and the manner of their admission shall be regulated by the bylaws.

VII. BOARD OF DIRECTORS

A. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a board of directors.

B. There shall be 5 directors on the initial Board of Directors. The number of directors may be increased or decreased as provided in the bylaws, but shall never be less than three.

C. The manner of election or appointment of the Board of Directors shall be stated in the bylaws.

D. The names and addresses of the initial Board of Directors are:

- | | |
|----------------------|--|
| 1. John Duhig | 17110 Falconridge Rd.
Lithia, Fl 33547 |
| 2. George McLauchlin | 3116 Cocos Road
Tampa, Fl 33618 |
| 3. Leanne Ferguson | 16045 Penwood Dr.
Tampa, Fl. 33647 |
| 4. John Darby | 224 Highland St.
Brooksville, Fl. 34601 |
| 5. Richard Massman | 300 Shore Dr. W
Oldsmar, Fl 34677 |

VIII. INCORPORATORS

The name and addresses of the incorporators are:

- | | |
|-------------------|---|
| John Duhig | 17110 Falconridge Rd.
Lithia, Fl 33547 |
| George McLauchlin | 3116 Cocos Road
Tampa, Fl 33618 |

IX. CORPORATE PURPOSES

The specific and primary purposes for which this Corporation is formed are charitable and educational, and include the following:

(A) To create a clean and sober Tampa Bay.

1. To create a context for communication in which sobriety as a area-wide reality is an idea whose time has come in the five-county area of west central Florida, USA, comprised of Hillsborough, Pinellas, Manatee, Pasco, and Polk Counties.

2. To put into practice program models that have demonstrated the ability to empower individuals who have compulsive and self-destructive behaviors to live healthy, sober and productive lives throughout the Tampa Bay region.

3. To support and empower other community agencies and groups that share similar purposes in the Tampa Bay Area.

(B) To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary in connection with or incidental or related to the accomplishment and furtherance of any one or more of the above purposes.

(C) To acquire by gift or purchase, hold, sell convey, assign, mortgage or lease any property, real or personal, for said purposes, as the Board of Directors in their discretion may determine.

(D) To borrow money and to issue evidence of debt in furtherance of any or all of the purposes of its organization, and secure loans by mortgage, pledge, or other security.

(E) 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.

(F) 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 of 1986 or the corresponding provision of any future United States Internal Revenue law (hereinafter referred to as "the Internal Revenue Code")

X. 501(C)(3) LIMITATIONS

A. **Corporate Purposes:** 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 corporate income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the directors, officers, or members thereof (if any), or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of (or in opposition to) any candidate for public office.

E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to one or more organizations recognized as exempt from federal corporate income taxation under Section 501(c)(3) of the Internal Revenue Code to be used exclusively for charitable and educational purposes. To the extent the assets are not distributed to tax-exempt organizations, the

assets shall be distributed to the federal, state, or local government for a public purpose. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporations principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. Private Foundation Status: In the event that this Corporation shall become a "private foundation" within the meaning of section 501(c)(3) of the Internal Revenue Code, the Corporation shall distribute its income for each taxable year at such time and in such manner not to subject it to tax under section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; shall not make any Investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in 4945(d) of the Internal Revenue Code.

XII 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/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/her (or by their 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 negligence or misconduct in the performance of his/her 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.

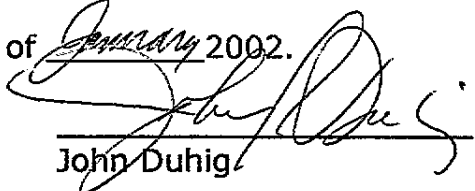
XII AMENDMENTS

A. Amendments to these articles of incorporation may be made by a resolution adopted by a two-thirds majority vote of the members of Board of Directors.

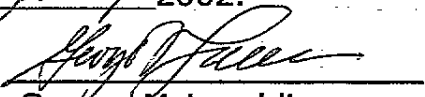
B. The initial Bylaws of this Corporation shall be made, adopted and implemented by a majority vote of the Board of Directors. Thereafter the Bylaws of this Corporation may be made, altered, rescinded, added to, amended, or new Bylaws may be adopted, by a resolution of a majority vote of the members of the Board of Directors.

Execution

These Articles of Incorporation are hereby executed by the incorporator on this 4th day of January 2002.

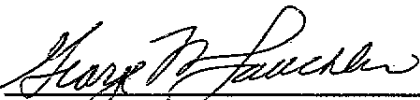

John Duhig

These Articles of Incorporation are hereby executed by the incorporator on this 4th day of January 2002.


George McLauchlin

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I, **George McLauchlin** hereby accept my appointment as registered agent for **Creating a Clean and Sober Tampa Bay, Inc.** a Florida not for profit corporation. I am familiar with, and accept, the obligations of the position of registered agent, and agree with the provisions of all statutes relating to the proper performance.


George McLauchlin

Date 1/4/2002

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 JAN 10 PM 1:07