

NO20000005517

CT CORPORATION

CORPORATION(S) NAME

Recovery Circles Foundation, Inc.

FILED
02 JUL 17 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

7/17/02

Order#: 5486803

Ref#: _____

Amount: \$ _____

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DIVISION OF CORPORATION

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

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*****70.00 *****70.00

Bm 7/22



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 17, 2002

CT CORPORATION

SUBJECT: RECOVERY CIRCLES FOUNDATION, INC.
Ref. Number: W02000020675

We have received your document for RECOVERY CIRCLES FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 502A00043954

Please check date

July
JPH

RECEIVED
02 JUL 22 PM 12:15
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

Recovery Circles Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

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

26210 Woodlynn Drive, Bonita Springs, FL 34134

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

See attached continuation sheet

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

See attached continuation sheet

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

Kathleen G. Ford, 26210 Woodlynn Drive, Bonita Springs, FL 34134
William Sean Ford, 31420 Avnaranth Road, Wickenburg, AZ 85390
Deborah Ford, 31420 Avnaranth Road, Wickenburg, AZ 85390

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

CT Corporation Systems
1200 South Pine Island Road
Plantation, FL 33324

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Kathleen G. Ford
26210 Woodlynn Drive, Bonita Springs, FL 34134

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Jeffrey R. Graves
Assistant Secretary

Signature/Registered Agent

July 11, 2002
Date

Kathleen G. Ford
Signature/Incorporator

July 11, 2002
Date

ARTICLES OF INCORPORATION

Re: Recovery Circles Foundation, Inc.

ARTICLE III

THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

§3. Purposes.

- (a) The purposes for which the Corporation is organized are exclusively charitable, religious, literary, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), including, without limitation, exempt organizations that are limited to the buying, selling, owning, operating, leasing, licensing, maintaining and dealing with, in every respect, vacant and improved real estate.
- (b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation 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 these by-laws. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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. Notwithstanding any other provision of these by-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal 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) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (c) Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, literary, scientific or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the

corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court or the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

- (d) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), nor make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (e) To do and perform everything that is permitted under the General Not-for-Profit Act that is not inconsistent with the aforementioned purposes.

ARTICLE IV BOARD OF DIRECTORS

§1. General Powers.

The affairs of the Corporation shall be managed by its board of directors.

§2. Number, Tenure and Qualifications.

The number of directors shall be three (3). Directors shall be elected annually by the board of directors at the annual meeting of the board of directors. If the election of directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each director shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death or until he or she shall resign. Directors need not be residents of Florida. The number of directors may be increased to any number or decreased to not fewer than three (3) from time to time by amendment of this Section.

§3. Annual Meeting.

An annual meeting of the board of directors shall be held during the month of January, at such time and place as may be fixed by the president, or if the president is for any reason unable to act, by any two (2) directors.

§4. Other Regular Meetings.

The board of directors may provide by resolution the time and place for the holding of additional regular meetings of the board without other notice than such resolution.

§5. Special Meetings.

Special meetings of the board of directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the board may fix any place as the place for holding any special meeting of the board called by them.

§6. Notice.

Notice of any special meeting of the board of directors shall be given at least ten days prior thereto, or, if the removal of one or more directors will be discussed, at least twenty days prior thereto, in either case by written notice to each director at the address shown for such director on the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice shall be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any special meeting of the board of directors may be waived in writing signed by the person or persons entitled to such notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these by-laws.

§7. Quorum.

At all meetings of the board of directors a majority of the total number of directors shall constitute a quorum for the transaction of business, provided that if less than a majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

§8. Manner of Acting.

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors, unless the act of a greater number is required by statute, the articles of incorporation or these by-laws.

§9. Action without Meeting.

Any action required to be taken at a meeting of the directors of the corporation, or any other action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof.

§10. Attendance by Telephone.

Directors may participate in any meeting through the use of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

§11. Vacancies.

Any vacancy occurring in the board of directors or any directorship to be filled by reason of an increase in the number of directors shall be filled by the board of directors. A director elected to fill a vacancy shall serve for the unexpired term of his or her predecessor.

§12. Compensation.

Directors shall not receive any stated salaries for their services, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be paid for each regular or special meeting of the board, provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving reasonable compensation therefor.

§13. Removal.

A director may be removed for cause by a vote of two-thirds of all directors then in office. Such action shall be taken at a regular meeting of the board of directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least twenty days prior thereto.

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