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FLORIDA NON-PROFIT CORPORATION

The Children's Home Community, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE CHILDREN'S HOME COMMUNITY, INC.

The undersigned, acting as incorporator of a corporation to be formed in line with chapter 617, Florida Statutes entitled the "Florida Not For Profit Corporation Act," adopts the following Articles of Incorporation:

ARTICLE I - NAME

1.1 **Name.** The name of the Corporation shall be:

The Children's Home Community, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

2.1 **Place Of Business.** The principal place of business and the mailing address of this Corporation shall be:

10909 MEMORIAL HIGHWAY
TAMPA, FL 33615-2599

ARTICLE III - PURPOSE

3.1 **General Purpose.** The purposes for which the Corporation is organized are to operate exclusively for charitable, religious, scientific, literary, or educational purposes and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the Corporation's income and assets exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that are qualified and maintain qualification as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

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3.2 Limited Purpose. This Corporation (the "Supporting Organization") is organized and at all times hereinafter shall be operated exclusively for the benefit of that certain organization, the kind of which is described in Section 509(a)(2) of the Code, namely The Children's Home, Incorporated, a Florida Not-For-Profit Corporation, EIN: 59-0696284 (the "Publicly-Supported Organization"), and shall either be supervised or controlled in connection with or operated in connection with said Publicly-Supported Organization. The Corporation shall not ever be controlled directly or indirectly by one or more "disqualified persons," as defined in Section 4946 of the Code, other than foundation members and other than ONE (1) or more organizations described in Section 509(a)(1) or (a)(2) of the Code. Notwithstanding the language of Section 3.1 hereof entitled "General Purpose," to the contrary, the Supporting Organization shall limit its purpose to supporting the Publicly Supported Organization and nothing herein shall empower the Supporting Organization to engage in activities that are not in furtherance of those purposes nor to support or benefit any organization other than the Publicly Supported Organization. The Supporting Organization shall not have express powers inconsistent with these powers. The Officers and Board of Directors of the Supporting Organization shall request, on a regular basis, information and reports from the Officers and Board of Directors of the Publicly Supported Organization, or its designees, concerning the Publicly Supported Organization's current and future needs for the services provided or to be provided by the Supporting Organization to the Publicly Supported Organization and shall otherwise allow and cause the Publicly Supported Organization to have meaningful input into the decisions made by the Supporting Organization for current and future services to be provided to the Publicly Supported Organization. The Supporting Organization shall provide regular financial and operational reports to the Publicly Supported Organization or its designees, as requested by the Publicly Supported Organization. The Supporting Organization shall establish procedures to require its Officers and Directors to maintain close and continuous working relationships with the Officers and Directors of the Publicly Supported Organization. The activities engaged in or on behalf of the Publicly Supported Organization are activities to perform functions of, or to carry out the purposes of, such Publicly Supported Organization, and, but for the involvement of the Supporting Organization, would normally be engaged in by the Publicly Supported Organization itself.

3.3 No Investment Or Distribution. No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributed to, any director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of

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any of the corporate assets on dissolution of the Corporation. No member, officer, director or employee shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

3.4 No Political Activities. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.5 Not For Profit. The Corporation is organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) of the Code. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. In the event the Corporation at any time is determined to be a private foundation as defined in Section 509(a) of the Code, the income of the corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and during each taxable year to which such determination applies, the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in Sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under Section 4944 of the Code.

3.6 No Prohibited Activities. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

3.7 Dissolution. 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 to The Children's Home, Inc. or to such other qualified organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine, provided that no

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assets shall be distributed to any organization which is not at that time a qualified organization, as defined herein. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such qualified organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes. For purposes of these Articles, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

4.1 **Registered Agent.** The name and the street address of the initial registered agent are:

Bruce H. Gordon
101 E. Kennedy Blvd., Suite 2800
Tampa, Florida 33602

ARTICLE V - INCORPORATOR

5.1 **Incorporator.** The name and street address of the incorporator for these Articles of Incorporation are:

Barbara R. Pankau, Esquire
c/o Shumaker, Loop & Kendrick LLP
101 East Kennedy Blvd., Ste. 2800
Tampa, Florida 33602

ARTICLE VI - BOARD OF DIRECTORS

6.1 **Board Of Directors.** The number of directors constituting the Board and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than TWENTY-ONE (21) nor more than THIRTY-NINE (39) directors.

ARTICLE VII - DURATION

7.1 **Duration.** This Corporation shall have perpetual existence as of December 8, 2003.

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ARTICLE VIII - MEMBERS

8.1 **Members.** This Corporation shall not have members.

ARTICLE IX- GENERAL PROVISIONS

9.1 **Bylaws.** The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by a vote of two-thirds of the Directors then serving on the Board of Directors.

9.2 **Amendment.** The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them by a vote of TWO-THIRDS (2/3) of the Directors then serving on the Board of Directors.

9.3 **Indemnification and Immunity from Civil Liability.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the fullest extent provided under Florida Statutes Chapter 617 and other similar laws.

The undersigned incorporator has executed these Articles of Incorporation this 8th day of December 2003.

"Incorporator"


BARBARA R. PANKAU

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

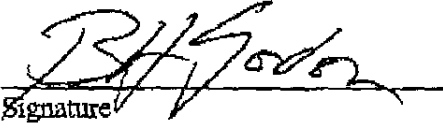
1. The name of the Corporation is: THE CHILDREN'S HOME COMMUNITY, INC.
2. The name and address of the registered agent and office are:

Bruce H. Gordon
(NAME)

101 E. Kennedy Blvd., Suite 2800
(P.O BOX NOT ACCEPTABLE)

Tampa, Florida 33602
(CITY/STATE/ZIP)

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.


Signature

Date

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