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June 14, 1995

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Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

Re: Happiness House Easter Seal Foundation, Inc.
OFN: 4313-02

Dear Sirs:

Enclosed is the original and one copy of the Articles of Incorporation of the above corporation. We have also enclosed a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Very truly yours,

HARLEE, FORGES, HAMLIN
& HAMRICK, P.A.

Joseph L. Najmy

JLN/jbs
Enclosures

ARTICLES OF INCORPORATION
OF
HAPPINESS HOUSE EASTER SEAL FOUNDATION, INC.
A Florida Not for Profit Corporation

ARTICLE I. NAME

The name of this corporation shall be HAPPINESS HOUSE EASTER SEAL FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal office of the Corporation is 350 Braden Avenue, Sarasota, Florida 34243.

ARTICLE III. CORPORATE EXISTENCE AND DURATION

The Corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE IV. PURPOSES AND POWERS

The general purposes for which the Corporation is organized are the following:

A. This Corporation is a not for profit Corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purpose of this Corporation is to benefit the Easter Seal Society of Southwest Florida, Inc. ("Easter Seals"), by providing, as a way of example but not by way of limitation, financial resources to Easter Seals and other support services to Easter Seals, financial as well as non-financial, and to assist Easter Seals, directly or indirectly, in carrying out its function and purpose of operation. In carrying out such purpose, the Corporation shall have the power to exercise

all rights conferred by the laws of the State of Florida upon nonprofit corporations.

B. The purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

C. 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 Internal Revenue 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 Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member of the Corporation or any 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 of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

E. 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.

F. In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more Organizations which themselves are exempt as Organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code or Regulation.

ARTICLE V. QUALIFICATION OF MEMBERS

The terms, conditions and qualifications with respect to the membership (if any) of this corporation shall be as provided for by the Bylaws of the Corporation.

ARTICLE VI. INITIAL REGISTERED AGENT

The name and address of the individual who is currently serving as this Corporation's registered agent is: Dennis J. Celorie, 350 Braden Avenue, Sarasota, Florida 34243.

ARTICLE VII. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors on this Corporation's Board of Directors shall initially be thirteen (13) provided, however, that the number of Directors may be increased or decreased from time to time, as provided in this Corporation's Bylaws, but shall never be less than three (3).

Such Directors are to be elected or appointed in the manner provided for by the Corporation's Bylaws.

ARTICLE VIII. - INCORPORATORS

The name and address of the incorporator of this Corporation is Dennis J. Celorio, 350 Braden Avenue, Sarasota, Florida 34243.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13th day of June, 1995.


Dennis J. Celorio, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 13th day of June, 1995, by Dennis J. Celorio, designated above as the individual who shall serve as this corporation's initial Registered Agent and Incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of the HAPPINESS HOUSE EASTER SEAL FOUNDATION INC. He is personally known to me or has produced _____ (type of identification).



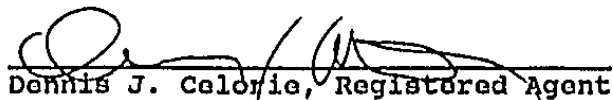
WYDELL E. MEREDITH
MY COMMISSION # CC374726 EXPIRES
June 21, 1998
BONDED THRU TROY FAIR INSURANCE, INC


Notary Public, State of Florida
Wydell E. Meredith
(Type or Print Notary Name Here)

ACKNOWLEDGEMENT BY REGISTERED AGENT

The undersigned hereby acknowledges that, as set forth in the foregoing Articles of Incorporation, he/she is presently serving as Registered Agent of HAPPINESS HOUSE EASTER SEAL FOUNDATION, INC. Pursuant to Section 617.0501(3), Florida Statutes (1991), I hereby state that I am familiar with and will continue to perform the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 17th day of June, 1995.


Dennis J. Celoria, Registered Agent