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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

HAL.O. FOUNDATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
H.A.L.O. FOUNDATION, INC.
(A Corporation Not-for-Profit)**

The undersigned natural person of legal age, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: H.A.L.O. FOUNDATION, INC.

ARTICLE II

ADDRESS

The street address and the mailing address of the corporation is 4918 W. Linebaugh Avenue Tampa, Florida 33624.

ARTICLE III

DURATION

The corporation shall have perpetual existence.

ARTICLE IV

PURPOSES

The corporation is organized exclusively for charitable, religious, education, and scientific purposes within the meaning of 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), and its principal purpose shall be to encourage and support twenty - four (24) hour residential care for retarded and physically handicapped persons of Hillsborough County, Florida, and assistance of said persons in other ways.

ARTICLE V

POWERS

This corporation shall have all powers granted by law to not-for-profit corporations subject

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to the following limitations and restrictions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article III hereof. 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 articles, 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)

ARTICLE VI

DISSOLUTION

No member, trustee, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. 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 other organization or organizations organized and operated exclusively, for charitable, educational, religious, or scientific 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 court of competent jurisdiction, as provided by law, 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.

ARTICLE VII

NO MEMBERS

This corporation shall be organized on a non-stock basis, shall not issue shares of stock and shall have no members.

ARTICLE VIII

BOARD OF DIRECTORS

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected on an annual basis, but the term

of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors. The Board of Directors shall be a self-perpetuating body and new Directors shall be elected by the ongoing Directors at their annual meeting. At least two (2) Directors must also be Directors of The Angels Unaware, Inc. Vacancies on the Board of Directors shall be filled by a majority vote of the remaining members of the Board, whether or not then a quorum. Any member of the Board of Directors elected by the Board of Directors to fill a vacancy shall hold office until the next annual meeting of the Board of Directors. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board. The Board of Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Beatrice Albano	3922 San Pedro St Tampa, FL 33602
Robert P. Blair	1924 Taylor Lane Tampa, FL 33618
William Milak	7409 S Mascotte St Tampa, FL 33616
Trevor Smith	4234 Fairway Cir Tampa, FL 33624
Millard Taum	3002 W Patterson Tampa, FL 33614

ARTICLE IX

INFORMAL ACTION

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

ARTICLE X

BYLAWS

The Board of Directors shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be: 4918 W. Linebaugh Avenue, Tampa, Florida 33624.

The registered agent shall be: Ross H. O'Banion, Jr.

The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XII

AMENDMENT OF ARTICLES


These Articles of Incorporation may be amended by the Board of Directors and such amendments may be proposed and adopted in the manner provided in the Bylaws.

ARTICLE XIII

INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Incorporator is Ross H. O'Banion, Jr. 4918 West Linebaugh Avenue, Tampa, Florida 33624.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 22ND day of MARCH, 2001.

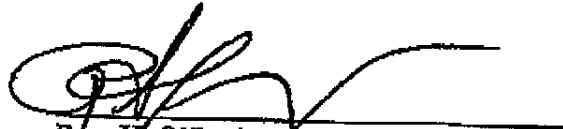


Ross H. O'Banion Jr.

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ACCEPTANCE AND ACKNOWLEDGMENT

Pursuant to §617.0501, Florida Statutes, I agree to act as registered agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of §617.0503, Florida Statutes.


Ross H. O'Banion, Jr.
Registered Agent

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