

AUG-23-2005 12:05

SHUFFIELD LOWMAN

P.07

# N050000008682

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000202069 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.** Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : SHUFFIELD LOWMAN  
Account Number : I20030000118  
Phone : (407)581-9800  
Fax Number : (407)581-9801

## FLORIDA NON-PROFIT CORPORATION

BRIDGES OF AMERICA-THE DENSMORE BRIDGE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2005 AUG 23 AM 8:48

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

**FILED**

**ARTICLES OF INCORPORATION  
OF  
BRIDGES OF AMERICA-THE DENSMORE BRIDGE, INC.**  
2005 AUG 23 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I**  
**NAME**

The name of this Corporation shall be BRIDGES OF AMERICA-THE DENSMORE BRIDGE, INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation shall be 2011 Mercy Drive, Orlando, FL 32808-5629.

**ARTICLE III**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date these Articles of Incorporation are filed with the Florida Department of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE IV**  
**PURPOSES AND GENERAL POWERS**

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future United States Internal Revenue Law.) The primary purpose for which this Corporation is formed is as follows:

(a) To promote and provide guidance and counseling within any and all crime related institutions as well as providing education, vocational and rehabilitation guidance and instruction to persons involved with various forms of addiction, including, but not limited to, drug and alcohol addictions.

(b) To carry on and conduct activities and undertakings for the instruction and enlightenment of its members and persons involved with various forms of addiction, and to engage in such literary, educational, research, benevolent and charitable activities as shall advance the understanding and growth of the purposes for which the corporation is formed.

(c) The Corporation is not organized for profit, and the property of this Corporation is irrevocably dedicated to the purposes of this Corporation as set forth in this Article IV of these Articles, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any member, director or officer, or to the benefit of any private individual, person, firm or corporation.

This Corporation shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation will not carry on any activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (26 U.S.C. §501(c)(3)) or under any corresponding provision of any future United States Internal Revenue Law, or (2) a corporation contributions to which are deductible under 170(c)(2) of the Internal Revenue Code of 1986 (26 U.S.C. §170(c)(2)) or any corresponding provision of any future United States Internal Revenue Law.

ARTICLE V  
MEMBERSHIP

This Corporation shall not have members.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 1000 Legion Place, Suite 1700, Orlando, FL 32801, and the initial registered agent of the Corporation at that address shall be William R. Lowman, Jr. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This Corporation shall have six (6) directors initially. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and street addresses of the initial directors of this Corporation are:

Bishop Frank Costantino  
2011 Mercy Drive  
Orlando, FL 32808-5629

Edward W. Poitras  
27 Lake Hamilton Beach  
Haines City, FL 33844

Grady McMurtry  
4698 Hall Road  
Orlando, FL 32817

Donald Brown  
625 Whip-O-Will Lane  
St. Cloud, FL 34771

Ben Harrison  
P.O. Box 279  
Bryson City, NC 28713

Lori Costantino-Brown  
2011 Mercy Drive  
Orlando, FL 32808

Directors may be removed with or without cause.

ARTICLE VIII  
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

William R. Lowman, Jr.  
1000 Legion Place, Suite 1700  
Orlando, FL 32801

ARTICLE IX  
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE X  
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except to the fullest extent possible under law.

ARTICLE XI  
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

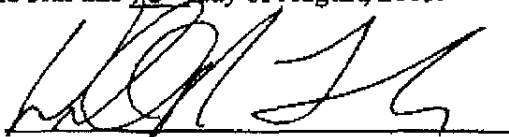
ARTICLE XII  
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

ARTICLE XIII  
EARNINGS, DISSOLUTION ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 IV hereof. 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). 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, educational, religious, or scientific 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 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.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 23<sup>rd</sup> day of August, 2005.

  
William R. Lowman, Jr.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

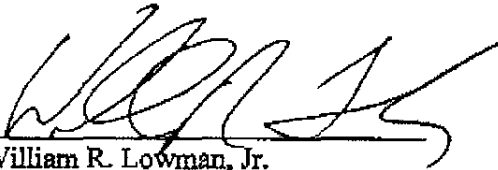
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**BRIDGES OF AMERICA-THE DENSMORE BRIDGE, INC.**, desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida with its registered office at 1000 Legion Place, Suite 1700, Orlando, Florida 32801 and its principal place of business at 2011 Mercy Drive, Orlando, FL 32808-5629, has named and designated William R. Lowman, Jr. as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named not for profit corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 23<sup>rd</sup> day of August, 2005.

  
William R. Lowman, Jr.  
Registered Agent

2005 AUG 23 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED