

N15000011854

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

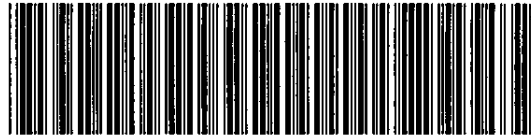
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100279706551

12/08/15--01016--005 \*\*78.75

APPROVED  
AND  
FILED

15 DEC -8 PM 5:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VH

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Choice Service Solutions, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Susan E. Mack, Esq.  
\_\_\_\_\_  
Name (Printed or typed)  
  
501 Riverside Avenue, 7th Floor  
\_\_\_\_\_  
Address  
  
Jacksonville, FL 32202  
\_\_\_\_\_  
City, State & Zip  
  
(904) 355-1700  
\_\_\_\_\_  
Daytime Telephone number

Richene.Oliver@arlaw.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

APPROVED  
AND  
FILED

15 DEC -8 PM 5:12

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**CHOICE SERVICE SOLUTIONS, INC.**

(a Florida Not for Profit Corporation)

**ARTICLE I – NAME**

The name of this corporation shall be Choice Service Solutions, Inc. (hereinafter referred to as Corporation) and it shall maintain its principal office in Duval County, Florida.

**ARTICLE II – MAILING ADDRESS**

The initial official principal office and mailing address of Choice Service Solutions, Inc. shall be 630 May Street, Jacksonville, Florida 32204.

**ARTICLE III – OBJECT AND PURPOSES**

- A. To promote opportunities for all people with intellectual and developmental disabilities to choose and realize their personal goals with regard to housing, education, employment, medical care and leisure activities.
- B. To provide supports and services in furtherance of the goal in paragraph A. above.
- C. To advise and aid families, to coordinate their resources and activities and to help the public develop a better understanding of the challenges of intellectual and developmental disabilities.
- D. To develop residential options for people with intellectual and developmental disabilities which are affordable, safe and maximize individual choice.
- E. To solicit and/or apply for and receive funds and services, including but not limited to those related to Medicaid waivers for payment of healthcare and/or habitation services, for the accomplishment of the above purposes.
- F. To promote and encourage best practices in the field of services and supports to the Corporation's constituency.

G. To promote and support the professionals and others who serve our constituency and who promote and support the core values of the Corporation.

H. To seek collaborations to further the objectives delineated in paragraph A. above.

I. ~~In sum, the Corporation is organized exclusively for charitable, scientific and educational purposes as defined and limited by 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).~~

#### **ARTICLE IV – MEMBERSHIP**

Membership shall be regulated by the Bylaws of the Corporation.

#### **ARTICLE V – TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

#### **ARTICLE VI – AREA OF ACTIVITY**

The area in which the Corporation intends to serve includes Northeast Florida.

#### **ARTICLE VII – OFFICERS**

The officers of the Corporation shall be directors of the board and shall consist of a chairperson, a vice chairperson, a secretary, and a treasurer. No employee or family member of an employee shall serve as a director of the board; with the exception of a self-advocate who is a family member to paid staff.

#### **ARTICLE VIII – GOVERNING BODY**

The Board of Directors shall be the governing body for the Corporation and shall be appointed in such numbers and manner as set forth in the Bylaws of the Corporation, except as otherwise provided for in these Articles.

#### **ARTICLE IX – DIRECTORS**

The initial Directors of the Corporation shall be:

- Kit Thomas  
739 Alhambra Drive North  
Jacksonville, FL 32207

- Susan Adams  
1163 Beach Avenue  
Atlantic Beach, FL 32233
- Patty Loftis  
38 Ponte Vedra Circle  
Ponte Vedra Beach, FL 32082
- Martha Sawyer  
943 Alhambra Drive North  
Jacksonville, FL 32207
- Debbie Revels  
11401 Simmons Road  
Jacksonville, FL 32218

Prior to or upon cessation of each initial Director's term, appointment to replace each shall take place as specified in the Bylaws.

#### **ARTICLE X – AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendments to the Articles of Incorporation must be proposed in writing to the Executive Committee of the Board of Directors, by an officer or director of the Board.

Amendments to the Articles of Incorporation must be approved by an affirmative vote by two-thirds of the directors of the board at a regular meeting or special meeting, provided that the board shall have received 30 days' written notice of the meeting and such notice shall include a copy of the proposed Articles of Incorporation.

#### **ARTICLE XI – AMENDMENTS TO BYLAWS**

Amendments to the Bylaws must be proposed in writing to the Executive Committee of the Board of Directors, by an Officer or director of the Board.

Amendments to the Bylaws must be approved by an affirmative vote by two-thirds of the directors of the board at a regular meeting or special meeting, provided that the board shall have received 30 days' written notice of the meeting and such notice shall include a copy of the proposed Bylaws.

#### **ARTICLE XII – DISSOLUTION**

In the event the Corporation should be dissolved and the work abandoned, all title to any real or personal property then owned by the Corporation that remains after its debts and other liabilities have been satisfied shall be transferred to other local organizations that are qualified under Section 501(c)(3) of the Internal Revenue Code and serve the same populations as the Corporation.

### **ARTICLE XIII – MEETING OF THE DIRECTORS**

Regular meetings of the directors shall be held with the time and date set by the Board of Directors and as outlined in the Bylaws with proper notice.

### **ARTICLE XIV – ELECTION OF OFFICERS**

All officers shall be elected at the annual meeting of the Corporation, which shall be held in November/December of each year, and all officers shall hold office for the period of time as provided for by the Bylaws of the Corporation.

The officers of the Corporation shall be elected by the Board of Directors from a slate proposed by the board's Governance Committee. No person shall hold more than one office at the same time except for the offices of secretary and treasurer.

### **ARTICLE XV – TERMS OF OFFICE**

The officers of the Corporation shall serve terms as provided for by the Bylaws of the Corporation.

The directors of the Corporation shall serve terms as provided for by the Bylaws of the Corporation.

### **ARTICLE XVI – VOTING BY DIRECTORS**

Except as otherwise provided in these Articles of Incorporation, Bylaws, or by law, actions of the Board of Directors shall be by majority vote of those present at a meeting at which a quorum exists, except that the approval of two-thirds of the Board of Directors shall be required for the following: (i) selling any of the assets of the Corporation other than in the ordinary course of business, or selling substantially all the assets of the Corporation; (ii) creating any mortgage, pledge or security interest in any of the Corporation's assets; or (iii) revising the Corporation's Articles of Incorporation or Bylaws.

### **ARTICLE XVII – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, officer, director, member of a sub-committee, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earning or pecuniary profit from the operations of the Corporation, provided that this prohibition shall not prevent from payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its

purposes as shall be fixed by the Board of Directors; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

#### **ARTICLE XVIII – LIMITATIONS**

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 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, as amended (or the corresponding provision of any future United States Internal Revenue Law). The Corporation is prohibited from supporting partisan organizations, politicians or candidates for political office through public or Human Services Counsel Funds.

#### **ARTICLE XIX – REGISTERED AGENT AND OFFICE**

The principal office of the Corporation at the time of the creation of these Articles of Incorporation is located in Duval County, Florida. The address of the Corporation's registered office at the time of this restatement shall be 630 May Street, Jacksonville, Florida 32207, and the name of the registered agent is Debbie Revels.

#### **ARTICLE XX – INCORPORATOR**

The Incorporator of this Corporation is Susan E. Mack, Esq., 501 Riverside Avenue, 7<sup>th</sup> Floor, Jacksonville, FL 32202.

Having been named as Registered Agent to accept service of process for the above-stated Corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

By: Debbie Revels  
Debbie Revels  
Registered Agent

I, the undersigned, being the Incorporator of this Corporation, for the purpose of creating these Articles of Incorporation for this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this \_\_\_\_\_ day of December, 2015.

By: Susan E. Mack  
Susan E. Mack  
Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 7th day of December, 2015, by Susan E. Mack, as Incorporator of Choice Service Solutions, Inc., a Florida not-for-profit corporation, on behalf of the Corporation, who is personally known to me.

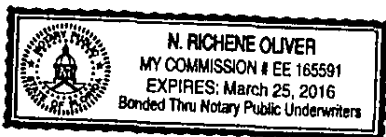
N. Richene Oliver

Notary Public

Printed Name: N. Richene Oliver

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_



40352889\_1

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 DEC - 8 PM 5:12

APPROVED  
AND  
FILED