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LAW OFFICE OF
KELLY B. HARDWICK, III

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May 26, 2000

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: KC GUARDIAN, INC.

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for KC GUARDIAN, INC. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

Kelly B. Hardwick
Kelly B. Hardwick, III

:pe

Enclosures as noted

pc: Mr. and Mrs. Dwight Chappell

00 JUN -1 AM 8:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
AUTHORIZATION BY *Kelly Hardwick*
CORRECT VI
DATE 6-12-00
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ARTICLES OF INCORPORATION

OF

KC GUARDIAN, INC.

FILED
00 JUN -1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * * * *

We, the undersigned persons of the State of Florida, each being competent to contract, hereby form ourselves and our successors into a corporation not for profit under Chapter 617, Florida Statutes, and do hereby adopt the following Articles of Incorporation as our Charter:

ARTICLE I

Name

The name of this corporation shall be: KC GUARDIAN, INC.

ARTICLE II

The principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

3506 Christina Groves Circle South
Lakeland, Florida 33813.

ARTICLE III

Purpose(s)

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have also the following powers, namely:

To provide a general organization for the provision of guardianship and social services.

ARTICLE IV

This corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE V

The manner in which the directors are elected or appointed is to be stated in the by-laws.

ARTICLE VI

Initial Board of Directors

The names and post office addresses of the first Board of Directors of this corporation is to be stated in the by-laws.

ARTICLE VII

Powers of Corporation

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No limitations imposed as to powers as provided.

ARTICLE VIII

Initial registered agent and street address

The name and the street address of the initial registered agent is:

KAREN K. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813

ARTICLE IX
Incorporators

The names and the street addresses of the incorporators for these articles of incorporation are:

KAREN K. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813

DWIGHT S. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813

ARTICLE X

The affairs of this corporation are to be managed by the following officers: President, Secretary and Treasurer and a Board of Trustees consisting of two or more members, and such other officers as may be provided for in the by-laws of this corporation. The President and Secretary shall also be the Chairman and Secretary, respectively, of the Board of Trustees. The officers and trustees of this corporation shall be elected by the members of this corporation at its annual meeting to serve for a period of one year or until their successors are elected and qualified, and the terms of the officers shall begin immediately at the close of the annual meeting. Upon the resignation, removal, or death of any officer or trustee of this corporation, the vacancy may be filled by the members of this corporation at any regular meeting of the corporation or at a special meeting called for that purpose.

ARTICLE XI
Annual Meeting

The first annual meeting of this corporation shall be held at such time and place as the President of the corporation may elect and call, and thereafter, the annual meeting of the corporation shall be held at such time and place as the members of the corporation may elect by a majority vote. The President, with the concurrence of the other officers and trustees of the

corporation, when deemed expedient, may call special meetings of the members of the corporation and change the meeting place and the time of the annual meeting of the corporation.

ARTICLE XII

A majority of the members of the corporation present at any meeting of the corporation shall be necessary for the election of the officers and trustees and to take action upon, adopt, or approve any matters of business.

ARTICLE XIII

These Articles of Incorporation may be amended when such amendment is proposed and adopted by a resolution by the members of the corporation at any business meeting of the corporation and shall become effective when such resolution is duly certified by the Secretary of the corporation and filed with the Secretary of State of the State of Florida, approved by him, and all filing fees have been paid.

ARTICLE XIV

This corporation shall have power from time to time to make such contracts and do such things as shall be authorized by the members of this corporation and the laws of the State of Florida. All legal contracts of the corporation shall be signed by the President and attested by the Secretary.

The undersigned incorporators have executed these Articles of Incorporation this 25th day of May, 2000.

 (SEAL)
KAREN K. CHAPPELL

 (SEAL)
DWIGHT S. CHAPPELL

Articles of Incorporation
KC Guardian, Inc.
Page 5 of 5

ACCEPTANCE OF REGISTERED AGENT

I, KAREN K. CHAPPELL, hereby accept designation as
resident agent and registered agent of KC GUARDIAN, INC. this 25th
day of May, 2000.


KAREN K. CHAPPELL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

KC GUARDIAN, INC.

2. The name and address of the registered agent and office is:

**KAREN K. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813.**

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.

DATED this 25th day of May, 2000.


KAREN K. CHAPPELL

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00 JUN -1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA