

TRANSMITTAL LETTER

**N600000004172**

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

FILED  
JUN 23 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT:** Infants and Young Children of West Central Florida, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

200003277712--8  
-06/06/00--01034--012  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

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:** Judy Sommers  
Name (Printed or typed)

17 Davis Boulevard, Suite 315  
Address

Tampa, FL 33606  
City, State & Zip

813-259-8771  
Daytime Telephone number

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

*W-15058  
Pkt 6/14/00-*



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 14, 2000

JUDY SOMMERS  
17 DAVIS BLVD, SUITE 315  
TAMPA, FL 33606

SUBJECT: INFANTS AND YOUNG CHILDREN OF WEST CENTRAL FLORIDA,  
INC.  
Ref. Number: W00000015058

We have received your document for INFANTS AND YOUNG CHILDREN OF WEST CENTRAL FLORIDA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 800A00033934

**ARTICLES OF INCORPORATION  
OF  
INFANTS AND YOUNG CHILDREN OF WEST CENTRAL FLORIDA, INC.**

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00 JUN 23 PM 1:31

The undersigned, acting as incorporators, hereby establish a non-profit corporation pursuant to the Florida Nonprofit Corporation Act and adopt the following Articles of Incorporation:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I – NAME**

The name of the corporation shall be Infants and Young Children of West Central Florida, Inc.

**ARTICLE II – PERPETUAL EXISTENCE**

The corporation shall have perpetual existence. The principal place of business and mailing address of the corporation is 17 Davis Boulevard, Suite 315, Tampa, Florida 33606.

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TALLAHASSEE, FLORIDA

**ARTICLE III – PURPOSES, POWERS, RESTRICTIONS**

Section 1. Purposes. The corporation is organized for the following purposes, which are:

- (i.) To operate as the fiscal agent for services for children with special needs who are eligible for such services under the Infants and Toddlers Early Intervention Program of Children's Medical Services, Florida Department of Health in and of the State of Florida.
- (ii.) To manage and dispense monies received from the Children's Medical Services, Florida Department of Health, State of Florida, and other funding sources for services and programs to enhance development of special needs children and provide support for their families.
- (iii.) To assist families, agencies, and providers in providing support services to families and children with special needs as qualified under the Early Intervention Program.
- (iv.) To assist the community to develop resources and expand service opportunities for families and children with special needs.
- (v.) To work in close cooperation with other health, education, and welfare agencies in meeting the needs of families and children with special needs.
- (vi.) To provide other services as may be needed within the terms of Section 501 (c) (3) of the Internal Revenue code as determined by the Board of Directors of the Corporation.

## Section 2. Powers.

In furtherance of the foregoing purposes and subject to the restrictions set forth in Section 3 of this Article, the corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Florida and may do everything necessary or convenient for the accomplishment of any of the corporate purposes either alone or in connection with other corporations, firms or individuals, and either as principal or agency, subject to such limitations as are or may be prescribed by law.

## Section 3. Restrictions Upon the Powers of the Corporation and Board

No part of any earnings of the corporation shall inure to the benefit of any member of the board or any officer of the corporation. No officer or member of the corporate board shall be entitled to any share or any distribution of the corporate assets on dissolution of the corporation.

# ARTICLE IV – BOARD OF DIRECTORS

## Section 1. Number and Term.

The Board of Directors shall be composed of not more than 15 members who will be nominated by the University of South Florida Early Intervention Program. Members of the board nominated by the Early Intervention Program must be approved by Children's Medical Services and the Regional Advisory Council of the Early Intervention Program serving the five-county area of Hardee, Highlands, Hillsborough, Manatee and Polk counties. There shall be at least two (2) members of the board from each of the five (5) counties, in which one (1) member should be representative of the Healthy Start Coalition or the School Readiness Coalition or some comparable public body in the county involved in care and services for children and one (1) member should be a parent of a special needs child who is no longer receiving services through the Early Intervention Program. One (1) member of the board should be an employee of the University of South Florida and connected to the Early Intervention Program or other programs for special needs children. The four (4) remaining positions should be selected by the board. The processes for selecting terms of office and other processes related to the operation of the Board of Directors will be as provided for in the Bylaws.

# ARTICLE V – DIRECTORS/OFFICERS

The initial directors of the corporation shall be:

Stanley N. Graven, MD, 14930 Lake Forest Drive, Lutz, FL 33549  
Pat Grosz, Ph.D., 9330 Forest Hills Drive, Tampa, FL 33612  
Judy Sommers, MBA, 15451 Plantation Oaks Drive, Tampa, FL 33647  
Janet Atkinson, 16304 W. Course Drive, Tampa, FL 33624

These initial members of the board shall serve until the board is selected and begins operation.

## **ARTICLE VI – INDEMNIFICATION**

Any present or future Director or Officer of the corporation and any present or future Director or Officer of any other corporation serving as such at the request of the corporation because of the corporation's interest in such other corporation, or the legal representative of any such director or officer, shall be indemnified by the corporation against reasonable costs, expenses (exclusive of any amount paid to the corporation in settlement) and counsel fees paid or incurred in connection with any action suit or proceeding to which any such director or Officer or his legal representative may be made party by reason of his being or having been such Director or Officer; provided (1) said action, suit or proceeding shall be prosecuted against such Director or Officer or against his legal representative to final determination, and it shall not be final adjudged in said action, suit or proceeding that he acted outside the scope of his authority in the performance of his duties as such Director or Officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such Director or Officer or his legal representative without a final determination on the merits, and it shall be determined by the Board of Directors or in such other manner as may be provided by the Bylaws that said Director or Officer had not in any substantial way acted outside the scope of his authority in the performance of his duties as charged in such action, suit or proceeding. The privilege and power conferred by this article shall be in addition to, and not in restriction or limitation of, any other privilege or power which a corporation of the State of Florida may have with respect to the indemnification or reimbursement of Directors or Officers.

## **ARTICLE VII – OFFICERS**

The officers of this corporation shall be a president, vice-president, secretary and treasurer and other such officers as may be set forth in the Bylaws. Their duties and manner of election of the officers shall be described in the Bylaws. The initial officers who shall serve until the first election under these Articles are:

Pat Grosz, Ph.D., 9330 Forest Hills Drive, Tampa, FL 33612 (President)  
Judy Sommers, MBA, 15451 Plantation Oaks Drive, Tampa, FL 33647 (Vice President)  
Janet Atkinson, 16304 W. Course Drive, Tampa, FL 33624 (Secretary/Treasurer)

## **ARTICLE VIII – BYLAWS**

The initial Bylaws of the corporation shall be adopted by the Board of Directors and as such the Board shall have power to alter, amend or repeal the Bylaws from time to time. Any change in the Bylaws of the corporation must be approved by the University of South Florida Early Intervention Program and the Regional Policy Council of the Early Intervention Program. No Bylaws at any time in effect and no amendment to either Articles of Incorporation or Bylaws shall have the effect of giving any member of the

board Director or Officer of the corporation any proprietary interest in its property assets during the term of its existence or as an incident to its dissolution.

#### ARTICLE IX – FINANCIAL AFFAIRS

This corporation shall be fully responsible for the management of the fiscal affairs of the corporation and fully responsible for any debts or liabilities it may incur.

#### ARTICLE X – AMENDMENTS

The Board of Directors shall have the power to alter or amend these Articles of Incorporation by a two-thirds vote of the directors present and voting at any annual or special meeting of the corporation providing thirty days notice have been given to all such directors setting forth the purpose of the amendment or amendments. All proposed changes to these Articles of Incorporation or Bylaws must be approved by the University of South Florida Early Intervention Program and the Regional Policy Council of the Early Intervention Program.

#### ARTICLE XI – DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes as within the meaning of Section 501 ( c ) ( 3 ) of the Internal Revenue Code or corresponding section of any future or federal tax code or shall be distributed to the Federal government or to State and local government for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas within the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as the Court determines which are organized and operated exclusively to such purposes.

#### ARTICLE XII – REGISTERED AGENT

The initial registered office of this corporation for purposes of services of process shall be 17 Davis Boulevard, Suite 315, Tampa, Florida 33606 and the initial registered agent of this corporation at such office shall be Judy Sommers, who, upon accepting such designation, agrees to comply with the

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Infants and Young Children of West Central Florida, Inc. at the place designated in the Articles of Incorporation, JUDY SOMMERS agrees to act in this capacity, and agrees to comply with the provisions of the Florida Statutes relative to keeping open such office.

Dated: 6-21-00

  
JUDY SOMMERS

### ARTICLE XIII - INCORPORATORS

The names and addresses of the incorporators are as follows:

Pat Grosz, Ph.D.  
9330 Forest Hills Drive  
Tampa, FL 33612

Pat Grosz  
Incorporator

Stanley N. Graven, MD  
14930 Lake Forest Drive  
Lutz, FL 33549

Stanley N. Graven  
Incorporator

Janet Atkinson  
16304 W. Course Drive  
Tampa, FL 33624

Janet Atkinson  
Incorporator

Subscribed and sworn to before me  
this 31 day of May, 2000.

Betty J. Persky  
Notary Public



Betty J. Persky  
MY COMMISSION # CC591395 EXPIRES  
October 18, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.