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Resubmitting, see attached letter.

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FLORIDA NON-PROFIT CORPORATION

Management Assistance Program, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 21, 2000

HOLLAND & KNIGHT

SUBJECT: MANAGEMENT ASSISTANCE PROGRAM, INC.
REF: W00000023076

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

YOU NEED TO LIST THE DIRECTORS ADDRESS IN ARTICLE 7.

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Becky McKnight
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Management Assistance Program, Inc.

The undersigned, acting as the incorporator of the *Management Assistance Program, Inc.*, under Chapter 617, Florida Statutes, submits the following Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation is: *Management Assistance Program, Inc.*

ARTICLE II. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for such charitable, educational, literary or scientific purposes, as will qualify it for exemption from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the Corporation is specifically organized and empowered:

The purpose of the corporation is to promote quality, nonprofit management, by making management assistance resources available to nonprofit organizations for the purpose of improving their operating efficiency and effectiveness.

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, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in the furtherance of Article III.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the

extent permitted pursuant to an election made under Section 501 (h) of the Internal Revenue Code of 1986), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, 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 corresponding sections of any 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 corresponding section of any future United States Internal Revenue Law.

ARTICLE IV. MEMBERS

The qualification for members of the Corporation and the manner of their admission shall be as regulated by the bylaws.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is *1000 N. Ashley Drive, Suite 800, Tampa, Florida 33602-3718*, and the Corporation's initial registered agent at that address is *Margaret E. Tribble*.

ARTICLE VI. ADDRESS

The address of the Corporation's initial principal office is *1000 N. Ashley Drive, Suite 800, Tampa, Florida 33602-3718*. The Corporation's initial mailing address is the same as above.

ARTICLE VII. DIRECTORS

The board of directors of the Corporation shall consist of not less than three members. The Corporation's bylaws shall specify the number of directors to serve. The names and addresses of the members of the Corporation's initial board of directors are:

1. *Ross Alander, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*
2. *Joseph W. Clark, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*
3. *Sheffield Crowder, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*
4. *Alexandra Furnari, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*
5. *Dr. H. Roy Kaplan, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*
6. *Joanne Olvera Lighter, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*
7. *Maria Pinzon, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*
8. *Margaret E. Tribble, 1000 N. Ashley Drive, Suite 208, Tampa, FL.*

The method of election of board members shall be stated in the bylaws of the Corporation.

ARTICLE VIII INCORPORATOR

The name and street address of the incorporator is *Margaret E. Tribble, 1000 N. Ashley Drive, Suite 800, Tampa, FL. 33602-3718*. The incorporator assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation.

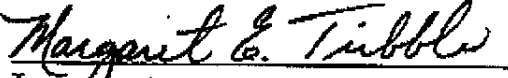
ARTICLE IX. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court for 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 X. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of September, 2000.


Incorporator

FROM HOLLAND & KNIGHT TAMPA
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Management Assistance Program, Inc., desiring to organize under the laws of the State of Florida, as indicated in its articles of incorporation, with its initial registered office at 11000 N. Ashley Drive, Suite 800, Tampa, Florida 33602-3718, has named Margaret E. Tribble, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of Chapter 617, Florida Statutes, and am familiar with, and accept, the obligations of that position.

By: Margaret E. Tribble
Margaret E. Tribble

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TALLAHASSEE, FLORIDA