

# NO10000000917

**FILED**  
01 FEB -7 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Watkins and Caleen, P. A.

Requestor's Name

1725 Mahan Dr. Ste. 201

Address

Tallahassee, FL 32308

City/State/Zip

850 671 2644

Phone #

Office Use Only

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Canopy Inc.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time

*Personal Call when ready*

☒ Certified Copy

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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-02/08/01--01003--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**RECEIVED**  
FEB -7 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*10-8-01*

Examiner's Initials

**ARTICLES OF INCORPORATION FOR  
CANOPY, INC.**

**FILED**  
01 FEB -7 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 617 of the Florida Statutes, the undersigned incorporator forms a corporation not for profit under the laws of the State of Florida. The undersigned is a natural person of full age, is a Florida resident, and is competent to contract.

**ARTICLE I: NAME OF CORPORATION**

The name of the corporation is Canopy, Inc. It is referred to hereinafter as the "Corporation."

**ARTICLE II: PRINCIPAL OFFICE**

The Corporation's principal and initial registered office is located at 1723 Mahan Center Blvd., Tallahassee, Florida 32308; and this is the Corporation's mailing address.

**ARTICLE III: REGISTERED OFFICE & REGISTERED AGENT**

The initial Registered Agent of the Corporation is Elaine C. Bartelt, whose address is that of the Corporation's principal and initial registered office. A duly executed written acceptance of appointment as registered agent is attached.

**ARTICLE IV: PURPOSES & POWERS OF THE CORPORATION**

The Corporation does not contemplate pecuniary profit to its members. The purposes for which the Corporation is organized include the following:

- A. to operate a non-profit program to provide palliative care, counseling, and other related services, for charitable purposes rendering and coordinating care and treatment for persons who are in need of such services;
- B. to render palliative care, counseling, and other related services to the extent permissible under the laws of the United States and those of the State of Florida;
- C. to render such services without regard to race, sex, age, religion, ethnic or national origin, sexual orientation, or ability to pay for services rendered;
- D. to undertake any and all other activities permitted to a corporation not for profit under the laws of the State of Florida as may be helpful or appropriate for achieving the foregoing purposes provided, however, that the Corporation shall not engage in any activity inconsistent with 501(c)(3) and 170(b)(1)(A)(iii) of the Internal Revenue Code of 1954 as amended from time to time with such exceptions as the law may allow;
- E. to support the foregoing purposes by engaging in any lawful educational, scientific, charitable, or other such activities as the Corporation's Board of Directors may determine; and

F. to have and to exercise any and all powers, rights, and privileges that a corporation organized under the corporation not for profit law of the State of Florida may now or hereafter have or exercise.

#### **ARTICLE V: MEMBERSHIP OF THE CORPORATION**

A. There shall be one class of membership in the Corporation known as Voting Members.

B. Voting Members of the Corporation shall be those individuals who, from time to time, are the Directors of the Corporation.

#### **ARTICLE VI: BOARD OF DIRECTORS**

A. The Board of Directors shall be elected in the manner provided in the Bylaws.

B. The Board of Directors shall manage the activities, property, and affairs of the Corporation and to those ends may exercise any and all powers of the Corporation. The Board of Directors may delegate legal authority to manage the Corporation to a person or persons so designated by a decision of the majority of the Board of Directors as the Board of Directors may see fit. The Board of Directors shall be self-perpetuating and constituted as provided in the Bylaws.

C. The Corporation shall have a minimum of five (5) Directors. The number of Directors may be increased by the Bylaws.

D. The names and addresses of the initial Directors of the Corporation are as follows:

Lynne Mulder  
Chairperson  
2040 Farms Road  
Tallahassee, FL 32312

Hilmon Sorey  
Secretary/Treasurer  
1425 Oldfield Drive  
Tallahassee, FL 32312

W. David Watkins  
First Vice-Chairperson  
1725 Mahan Drive, Suite 201  
Tallahassee, FL 32308

Elaine Bartelt  
1723 Mahan Center Blvd.  
Tallahassee, FL 32308

Anna Cam Fentriss  
Second Vice-Chairperson  
1018 Thomasville Road  
Tallahassee, FL 32303

E. These initial Directors are the Founders of the Corporation.

#### **ARTICLE VII: NON-PAYMENT OF SALARIES**

No part of the Corporation's income shall be distributed to its directors or officers and the Corporation shall not have or issue shares of stock or pay dividends. Nothing herein shall be construed to preclude any officer or director from receiving reasonable compensation from the Corporation for services actually rendered to the Corporation in effecting any of its purposes.

#### **ARTICLE VIII: INITIAL OFFICERS**

The names and addresses of those persons who are to act as the Officers of the Corporation until election of their successors are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Lynne Mulder	Chairperson	2040 Farms Road Tallahassee, FL 32311
W. David Watkins	First Vice-Chairperson	1725 Mahan Drive, Suite 201 Tallahassee, FL 32308
Anna Cam Fentriss	Second Vice-Chairperson	1018 Thomasville Road Tallahassee, FL 32303
Hilmon Sorey	Secretary and Treasurer	1425 Oldfield Drive Tallahassee, FL 32312

#### **ARTICLE IX: INDEMNIFICATION**

A. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of being or having been a Director or Officer of the Corporation regardless of whether he or she is a Director or Officer at the time such expenses are incurred. However, indemnification shall not be made where the Director or Officer is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties as Director or Officer.

B. In the event of a settlement as described above, indemnification shall be made only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation.

C. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which a Director or Officer may be entitled.

#### **ARTICLE X: DURATION OF THE CORPORATION**

The Corporation shall exist perpetually.

#### **ARTICLE XI: DISSOLUTION**

A. The Corporation may be dissolved in accordance with the provisions of Chapter 617, Florida Statutes, or such other law as may govern dissolution at the time it occurs.

B. A plan of distribution of assets shall be adopted in accordance with Chapter 617, Florida Statutes. It shall provide to the extent permitted by law that all assets of the Corporation be dedicated to an appropriate public agency, public utility, non-profit corporation, association, trust, or other such organization which has the same purposes, as nearly as practicable, as those of the Corporation.

#### **ARTICLE XII: AMENDMENTS**

Amendments to these articles may be proposed by the Board of Directors and shall become effective upon the affirmative vote of seventy-five percent (75%) of the Board of Directors at any regular or special meeting of said Board provided, however, that no amendment shall be inconsistent with the terms and provisions of Article IV or the provisions of Article VI(D) or Article VI(E); nor shall any amendment be inconsistent with Florida law.

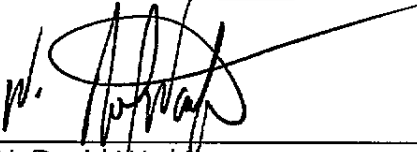
#### **ARTICLE XIII: BYLAWS**

The Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

#### **ARTICLE XIV: INCORPORATORS**

The name and address of the Incorporator signing these Articles is: W. David Watkins, 1725 Mahan Drive, Suite 201, Tallahassee, FL 32308.

Executed this 6TH day of February, 2001, in Leon County, Florida.

  
\_\_\_\_\_  
W. David Watkins

STATE OF FLORIDA  
COUNTY OF LEON

6<sup>th</sup> The foregoing Articles of Incorporation for Canopy, Inc. were acknowledged before me this  
day of February, 2001, by W. David Watkins, who is personally known to me or who  
produced the following identification: \_\_\_\_\_

*Pamala K. O'Neal*

Notary Public, State of Florida



Pamala K. O'Neal  
MY COMMISSION # CC922968 EXPIRES  
March 28, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.

\_\_\_\_\_  
Printed Name or Stamp

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent to accept service of process for Canopy, Inc. at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent for Canopy, Inc. and agree to act in this capacity.

Elaine C. Bartelt  
Elaine C. Bartelt, Registered Agent

Date: 2/6/01

W. David Watkins  
Canopy, Inc., Incorporator

Date: 2/6/01

STATE OF FLORIDA  
COUNTY OF LEON

FILED  
01 FEB - 7 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing Acceptance of Appointment as Registered Agent was acknowledged before me this 6<sup>th</sup> day of February, 2001, by Elaine C. Bartelt, who is personally known to me or who produced the following identification: \_\_\_\_\_

Laurie R. Ward  
Notary Public, State of Florida



Printed Name or Stamp

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing Acceptance of Appointment as Registered Agent was acknowledged before me this 6<sup>th</sup> day of February, 2001, by W. David Watkins, who is personally known to me or who produced the following identification: \_\_\_\_\_

Pamala K. O'Neal  
Notary Public, State of Florida



Printed Name or Stamp