

Division of Corporations

Page 1 of 2

**N01000002279****Florida Department of State**

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000032754 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**To:**

Division of Corporations

Fax Number : (850) 922-4001

**From:**

Account Name : LAW OFFICE OF TIMOTHY C. SCHULER

Account Number : I19990000239

Phone : (727) 398-0011

Fax Number : (727) 319-6300

**FLORIDA NON-PROFIT CORPORATION****Double Rehab, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

**FILED**  
01 APR -2 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
DOUBLE REHAB, INC.**

H 010000327543

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 APR -2 PM 12:45  
P.2  
FILED

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapters 617 and 607 of the Florida Statutes.

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this Corporation shall be DOUBLE REHAB, INC. and its principal office or mailing address is 11692 Parkview Lane, Seminole, Florida 33772.

**ARTICLE 2: CORPORATE PURPOSE**

The Corporation is organized and shall be operated exclusively for the purposes of the advancement of education for at risk children through scholarships and motivation/rewards programs, to provide for the worthy charitable needs of those children, to include the basic necessities of life, and to possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to corporations not for profit under the laws of the State of Florida, and the United States of America.

**ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS**

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 **Net Earnings.** 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 except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 **Activities.** No substantial part of the activities shall be the participation in political campaigns on behalf of or in opposition to any candidate for public office, nor activities for the purpose of carrying on propaganda, or otherwise attempting to influence legislation.

3.03 **Other.** Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, or (ii) by corporation contributions which are deductible under Section 170(c)(2) if the Internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under

H010000327543

H 01000032754 3

Chapter 617 of the Florida Statutes.

#### ARTICLE 4: DURATION OF CORPORATE EXISTENCE

The Corporation shall have perpetual existence. Corporate existence shall commence on the date of filing of these Articles.

#### ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, shall dispose of all of the assets of the Corporation exclusively to such entities as are authorized as exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended, and whose purpose or programs are designed to aide in the educational process of at risk children.

#### ARTICLE 6: MEMBERS

6.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time and may embrace the qualifications for active, inactive, honorary, sustaining and lifetime membership and establish membership fees therefor.

6.02 Dues. Dues for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

6.03 Meeting. Membership meetings shall be held as provided for in the Bylaws, and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

#### ARTICLE 7: SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the Corporation are:

##### NAME

##### ADDRESS

Chuck Oldanie

11692 Parkview Lane  
Seminole, Florida 33772

Timothy C. Schuler

7843 Seminole Boulevard  
Seminole, Florida 33772

H 01000032754 3

ARTICLE 8: BOARD OF DIRECTORS

8.01 Defined. The Corporation shall be governed for staggered terms by a Board of Directors each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws but in no case shall the number of Directors be less than three.

8.02 Term. Directors shall hold their offices for three years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.

8.03 Number. The number of Directors constituting the initial Board of Directors are three persons and the names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Chuck Oldanie Initial 3 year term	11692 Parkview Lane Seminole, Florida 33772
Betty Oldanie Initial 2 year term	11692 Parkview Lane Seminole, Florida 33772
Timothy C. Schuler Initial 1 year term	7843 Seminole Boulevard Seminole, Florid 33772

8.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

ARTICLE 9: OFFICERS

9.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws. Any two officers may be combined in one person, except the office of President.

9.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

H 01000032754 3

H 01000032754 3

9.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting of the Directors are:

<u>OFFICER</u>	<u>TITLE</u>	<u>ADDRESS</u>
Chuck Oldanie	President	11692 Parkview Lane Seminole, Florida 33772
Betty Oldanie	Vice-President Treasurer	11692 Parkview Lane Seminole, Florida 33772
Timothy C. Schuler	Secretary	7843 Seminole Boulevard Seminole, Florida 33772

9.04 Vacancies. Any vacancy appearing in any office prior to the first annual meeting of the Board of Directors shall be filled by action of the Board of Directors and any vacancy occurring after the first annual meeting shall be filled in accordance with the Bylaws.

**ARTICLE 10: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS;  
APPLICATION THEREOF**

10.01 The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

**ARTICLE 11: ADOPTION AND AMENDMENT OF BYLAWS**

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five days prior to such meeting.

H 01000032754 3

H 01000032754 3

ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION

12.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten days prior to such meeting.

12.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds vote of the members voting, a quorum being present.

ARTICLE 13: REGISTERED AGENT

The Corporation's initial registered agent maintains an office at 7843 Seminole Boulevard, Seminole, Florida 33772, and the registered agent thereat shall be Timothy C. Schuler.

IN WITNESS WHEREOF, the undersigned have (has) executed these Articles of Incorporation this 30 day of MARCH, 2001.

  
CHUCK OLDANIE

  
TIMOTHY C. SCHULER

INCORPORATORS

FILED  
01 APR -2 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 30 day of MARCH, 2001.

  
TIMOTHY C. SCHULER, Registered Agent

H 01000032754 3