

Division of Corporations

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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

EFFECTIVE DATE
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FLORIDA NON-PROFIT CORPORATION

Help Care, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
HELP CARE, INC.**

EFFECTIVE DATE
09-06-01

The undersigned, for the purpose of the forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME and PRINCIPAL OFFICE**

The name of this Florida Not for Profit Corporation is Help Care, Inc. ("Corporation"). Its principal office and mailing address is: 1130 East Donegan Avenue, Suite 12, Kissimmee, Florida 34744.

**ARTICLE TWO
NOT FOR PROFIT**

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

**ARTICLE THREE
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE FOUR
PURPOSES**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To empower the elderly, the disabled, and the disadvantaged to be self sufficient and maintain personal independence, by providing services, information and referrals and enhance the quality and dignity of their lives.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

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C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of the Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code, or shall be distributed to the Federal Government, or to a State or local government, for a public purpose. Any such asset not so disposed, shall be disposed of by the Circuit Court in and for Orange County, Florida or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

E. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code.

ARTICLE FIVE **LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

ARTICLE SIX **MEMBERSHIP**

The qualifications for Members and the manner of their admission shall be regulated by the Bylaws of the Corporation. The method for the election of Trustees shall be regulated by the Bylaws of the Corporation.

ARTICLE SEVEN **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 4629 Cheyenne Point Tr., Kissimmee, Florida 34746, and the name of its initial Registered Agent at that address is Terrel Dennis.

ARTICLE EIGHT **INITIAL BOARD OF TRUSTEES**

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustee is nine. The number of Trustees may be increased or decreased from time to time in accordance with the

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Bylaws, but shall never be less than nine. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
Terrel Dennis	4629 Cheyenne Point Tr., Kissimmee, FL 34746
Larry Jones	2290 W. Eau Gallie Blvd., Ste. 106, Melbourne, FL 32935
Marie Jones	261 Competition Dr., Kissimmee, FL 34743
Ron Youngs	145 Fiesta Dr., Kissimmee, FL 34743
Paul Atkinson	503 Pine Top Place, Kissimmee, FL 34758
Jackie Bridgewater	1222 Ingram St., Kissimmee, FL 34744
Donovan Robertson	1225 Epson Oaks Way, Orlando, FL 32837
Ralph Homes	3228 Winding Pines Dr., Longwood, FL 32779

ARTICLE NINE OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees, and may be removed by the Board of Trustees, at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE TEN INCORPORATORS

The name and address of each Incorporator is Terrel Dennis, 4629 Cheyenne Point Trail, Kissimmee, Florida 34746.

ARTICLE ELEVEN BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE TWELVE AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

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ARTICLE THIRTEEN
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE FOURTEEN
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE FIFTEEN
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE SIXTEEN
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

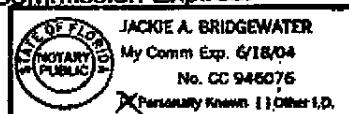
In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 6th day of September, 2001.

Terrel Dennis
Terrel Dennis, Incorporator

STATE OF FLORIDA)
COUNTY OF OSCEOLA) ss:

The foregoing instrument was acknowledged before me this 7th day of SEPTEMBER, 2001 by Terrel Dennis who produced her DRIVERS LICENSE as identification and who did take an oath. Witness my hand and official seal this 7th day of SEPTEMBER, 2001, in the aforesaid County and State.

Jackie A. Bridgewater
Notary Public
My Commission Expires:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

Help Care, Inc. (the "Corporation") desiring to organize as a domestic Corporation or qualify under the laws of the State of Florida has named and designated Terrel Dennis as its registered agent to accept service of process within the State of Florida with its registered office at 4629 Cheyenne Point Trail, Kissimmee, Florida 34746.

ACKNOWLEDGMENT

Having been named Registered Agent for the Corporation at the place designated in this Certificate, I agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the Statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this 6th day of September, 2001.

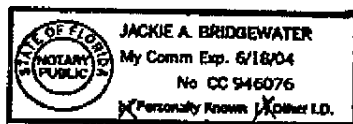


TERREL DENNIS
Registered Agent

STATE OF FLORIDA)
COUNTY OF OSCEOLA) ss:

BEFORE ME, the undersigned authority, personally appeared TERREL DENNIS, who presented her DRIVERS LICENSE as identification and who executed the foregoing Articles of Incorporation, and they acknowledged to before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7th day of SEPTEMBER, 2001.





NOTARY PUBLIC
My Commission Expires:

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