

NO 10000007880

TRANSMITTAL LETTER

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

01 NOV - 5 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBJECT: Samaritan Counseling Center, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100004666711--8
-11/05/01--01078--005
*****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: Susan Addis PhD
Name (Printed or typed)

3119 NW 75th Terr.
Address

Gainesville, FL 32606
City, State & Zip

352 378-2440
Daytime Telephone number

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

11/6/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I

Name

The name of the corporation shall be:

Samaritan Counseling Center, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

3119 NW 75th Terrace
Gainesville, Florida 32606

ARTICLE III

Purposes

The specific purposes for which the corporation is organized are:

Samaritan Counseling Center, Inc., an Interfaith Counseling Service, promotes emotional, spiritual, and physical well-being through psycho-social and medical therapies, integrating faith as a source of strength and health. The Center may offer individual, group, marital and family counseling; psycho-therapy; psychiatric services; workshops; educational programs; and consultation to the North Central Florida area. The Center's approach uses the resources of qualified counselors, therapists, physicians, clergy, and local congregations. The Center may engage in any and all other lawful purposes. The Center is a not-for-profit organization. The Center is an Equal Opportunity Organization. It is the Center's policy to provide equal access to services, employment and advancement without regard to race, creed, color, religion, sex or national origin.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected:

The board of directors shall consist of not less than six (6) nor more than twenty-five (25) members who shall be elected by a majority of the board members represented at the last

meeting of the calendar year. The term of office shall be three years unless the member is filling an unexpired term. One-third of the board positions shall terminate each year.

There shall be a portion of the board elected from two different sectors. At least two members of the board shall be representative of the congregation housing the Center. The remaining members are to represent affiliated congregations and the community at large. The board of directors shall be chosen from qualified persons nominated by the executive committee and shall include representatives of the medical, legal, business and religious communities, the potential market group, and the group donating the facilities.

There shall be no limitation on the number of terms a board member may serve; however, except in unusual cases, no person should serve more than six consecutive years. Vacancies on the board of directors shall be filled with candidates nominated by the executive committee and then elected by the board. Directors shall serve for terms as provided and until their successors are duly elected and qualified.

ARTICLE V

Initial Directors

The names and addresses:

Susan Armstrong, Ph.D.	Rev. Cliff Lyda	Dr. John Shahan
2831 NW 41st St., Suite J	1001 NE 16th Ave.	2640 NW 27th Terr.
Gainesville, Florida 32606	Gainesville, Florida 32601	Gainesville, Florida 32605

ARTICLE VI

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

This corporation is organized exclusively for charitable, religious, education, and scientific purposes, including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, members, trustees, officers, or other private persons, except for services rendered and to make payments and distributions in furtherance of the purposes set forth above. Directors shall not be compensated for their services as Directors, but may be compensated for expenses incurred in carrying out their duties. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including publishing or distribution of statements) any political

campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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 Law or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal revenue Cods of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as exempt organization or organizations under section 501 (c)(3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office 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 VII

Initial registered agent and street address

The name and Florida street address of the registered agent is:

Susan Addis, Ph.D.
3119 NW 75th Terrace
Gainesville, Florida 32606

ARTICLE VIII

Incorporator

The name and address of the Incorporator is:

Susan Addis, Ph.D.
3119 NW 75th Terrace
Gainesville, Florida 32606

Susan Addis, Ph.D.

Signature of:

Susan Addis, Ph.D.

Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

1. The name of the corporation is:

Samaritan Counseling Center, Inc.

2. The name and address of the registered agent and office is:

Susan Addis, Ph.D.

(Name)

3119 NW 75th Terrace

(Address)

Gainesville, Florida 32606

(City, State and Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Susan Addis Ph.D.
(Signature)

11-1-01
(Date)