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TRANSMITTAL LETTER

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

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SUBJECT: The Health and Human Services Planning Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Thomas A. Sheehan, III

Name (Printed or typed)

625 N. Flagler Drive, 9th Floor

Address

West Palm Beach, FL 33401

City, State & Zip

(561) 659-7500

Daytime Telephone number

FILED
02 JAN 29 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

New NP
XRB
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ARTICLES OF INCORPORATION
OF
THE HEALTH AND HUMAN SERVICES PLANNING ASSOCIATION, INC.
(a Corporation Not-For-Profit)

FILED
02 JAN 29 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This corporation is being formed pursuant to provisions of Chapter 617, Florida Statutes.

ARTICLE I

Name of Corporation

The name of this Corporation shall be THE HEALTH AND HUMAN SERVICES PLANNING ASSOCIATION, INC. (the "Corporation").

ARTICLE II

Principal Office

The principal place of business and mailing address of the Corporation shall be 2600 Quantum Boulevard, Boynton Beach, Florida 33426, with such other location in Palm Beach County, Florida as the Board of Directors may determine.

ARTICLE III

Purpose

The purposes for which the Corporation is organized are: supplying collaboratives, partnerships, and other activities to facilitate the planning, development and implementation of an effective health and human services delivery system to meet the diverse needs of the people of Palm Beach County.

ARTICLE IV

Restrictions

- A. The Corporation is a not-for-profit corporation organized pursuant to the Florida Not-for-Profit Corporation Act, and is created, organized, and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes.
- B. The Corporation does not contemplate pecuniary gain or profit to its members, directors or officers, and no part of any net earnings of the Corporation shall inure to the benefit of any member, director, officer or other individual; however, nothing herein shall prohibit the Corporation from reimbursing its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation.
- C. All of the property of the Corporation is and shall be irrevocably dedicated to religious, charitable, scientific, literary or educational purposes, and in the event of a dissolution of the Corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for religious, charitable, scientific, literary or educational purposes and that qualify for exemption under federal income tax under the provisions of Section 501(c)(3) of the Code or to the United States of America, the State of Florida, the County of Palm Beach or the local government. In no event shall the assets or property of the Corporation, or the proceeds of any such assets or property, upon dissolution, go or be distributed to its members, either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE V

Capital Stock

The Corporation shall have no capital stock.

ARTICLE VI

Liability

None of the directors or officers of the Corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE VII

Board of Directors

The Corporation shall have the number of directors as set forth in the By-Laws, and the directors shall be elected pursuant to the method of election set forth in the By-Laws.

ARTICLE VIII

Officers

The officers of the Corporation shall occupy those positions designated in the By-Laws, and they shall be elected and shall govern in accordance with the provisions of the By-Laws.

ARTICLE IX

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Not-for-Profit Corporation Act, as the same may be amended from time to time, or any successor statute, the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all expenses or liabilities incurred in connection with a civil or criminal proceeding brought against any such persons, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in

settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity during the existence of such relationship. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified persons may be entitled under any By-Law provision, agreement, vote of disinterested directors or otherwise. The indemnification provided for herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person, and an adjudicated of liability shall not affect the right to indemnification for those indemnified.

ARTICLE X

Initial Directors

The names and addresses of the initial directors of the Corporation are as follows:

Thomas A. Sheehan, III
Moyle, Flanigan, Katz, Raymond & Sheehan, P.A.
625 N. Flagler Drive, 9th Floor
West Palm Beach, FL 33401

Scott Badesch
United Way of the Palm Beaches
2600 Quantum Boulevard
Boynton Beach, FL 33426

Louise Grant, Executive Director
Mary & Robert Pew Public Education Fund
700 South Dixie Highway, Suite 203
West Palm Beach, FL 33401

These Articles of Incorporation may be amended at any meeting of the Board of Directors of the Corporation by the affirmative vote of a majority of the Directors present at any such meeting.

ARTICLE XI

Initial Registered Agent and Street Address

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

Thomas A. Sheehan, III
Moyle, Flanigan, Katz, Raymond & Sheehan, P.A.
625 N. Flagler Drive, 9th Floor
West Palm Beach, FL 33401

ARTICLE XII

Amendments

These Articles of Incorporation may be altered or amended by the affirmative vote of a majority of the members of the Board of Directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Thomas A. Sheehan III
Signature/Registered Agent

1/28/02
Date

Thomas A. Sheehan III
Signature/Incorporator

1/28/02
Date