

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

ALLIANCE FOR COMMUNITY RESPONSE, INC.

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**ARTICLES OF INCORPORATION
OF
ALLIANCE FOR COMMUNITY RESPONSE, INC.,
A NOT-FOR-PROFIT CORPORATION**

The undersigned incorporator hereby forms a corporation under the Not-for-Profit Corporation Act of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is Alliance For Community Response, Inc. (The "Corporation").

**ARTICLE II
PLACE OF BUSINESS**

The mailing and street address of the Corporation's principal office is 4415 Metro Parkway, Suite 325; Fort Myers, FL 33916.

**ARTICLE III
PURPOSE**

The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends. The natures of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, are as follows:

A. To establish and operate a nonprofit organization organized and operated exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law);

B. To provide support services to one or more Section 501(c)(3) nonprofit organizations;

C. To enhance the community's preparedness and ability to respond to catastrophic events or disasters;

D. To enhance the preparedness and ability of Section 501(c)(3) nonprofit organizations to respond to catastrophic events or disasters;

E. To educate the community concerning emergency preparedness;

F. To hold meetings and raise funds through charitable contributions for the better realization of the above-named purposes; and

G. To do any other act or thing incidental to or connected with the foregoing purposes for any other lawful purpose, or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted by law.

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ARTICLE IV
DIRECTORS

The management of the Corporation shall be vested in a Board of Directors that shall be self-perpetuating. The number of Directors that shall constitute the whole Board of Directors shall be determined by resolution of the Board of Directors, but in no event shall be less than three (3). Initially, three (3) Directors shall be elected by the incorporator to hold office until the first annual meeting of Board of Directors or until their respective successors are elected and qualified. Thereafter, nominations to the Board may be made by any member of the Board at any meeting of the Board. Election shall be by a two-thirds (2/3) vote at a meeting at which a quorum is present.

ARTICLE V
REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation is Joseph A. Troiano. The street address of the initial registered agent of the Corporation is 4415 Metro Parkway, Fort Myers, Florida 33916.

ARTICLE VI
NAME AND ADDRESS OF INCORPORATOR

The name of the incorporator of the Corporation is Joseph A. Troiano. The street address of the incorporator of the Corporation is 4415 Metro Parkway, Fort Myers, Florida 33916.

ARTICLE VII
ADDITIONAL PROVISIONS

A. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, profits, or net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation affecting one or more of its purposes set forth in Article 2 hereof and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof, and no trustee, officer, or director of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

B. No part of the activities of the Corporation shall be devoted to the carrying on of propaganda activities, or efforts to otherwise influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Revenue Law).

D. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making a provision for the payment of all of the liabilities of the Corporation, dispose of all of

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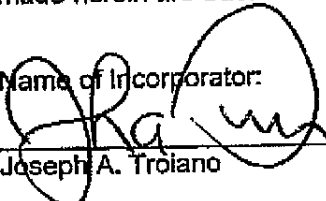
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the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a judgment of the appropriate Court in Lee County, Florida to an organization or organizations qualifying as exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law) whose purposes are exclusively for one or more of the charitable, religious, educational, or scientific purposes described above.

E. The Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State

The undersigned executed these Articles of Incorporation effective as of the 7th day of March 2002 and hereby declares, under the penalties of false statement, that the statements made herein are true.

Name of Incorporator:



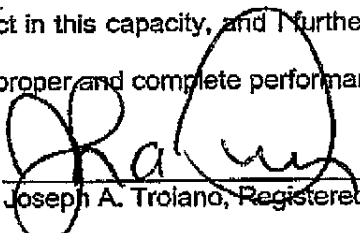
Joseph A. Troiano

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ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, and being familiar with the obligations of that position, 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.



Joseph A. Trolano, Registered Agent

Dated: March 7, 2002.

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