

**NO200003161**

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P.O. BOX 1531 (ZIP 33601)  
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625 COURT STREET  
P.O. BOX 1669 (ZIP 33757)  
CLEARWATER, FLORIDA 33756  
(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

April 22, 2002

Clearwater

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

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-04/25/02--01065--017  
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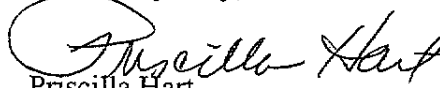
**Re: AIDS PARTNERSHIP, INC.**

Dear Clerk:

Enclosed please find the original and one copy of the articles of incorporation for AIDS PARTNERSHIP, INC., along with a check in the amount of \$78.75 for filing fees and certificate of status. Please send the certificate directly to the president of this corporation, Mary M. Stephan at 1540 Walnut Street, Clearwater, FL 33755.

In the event that you have any questions, please do not hesitate to contact me.

Yours very truly,

  
Priscilla Hart  
Legal Assistant

ph  
Enclosures

FILED  
02 APR 25 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE APR 29 2002

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**ARTICLES OF INCORPORATION  
OF  
AIDS PARTNERSHIP, INC.**

FILED  
02 APR 25 PM 12: 23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**  
Name and Address

The name of this corporation not-for-profit shall be AIDS PARTNERSHIP, INC.

**ARTICLE II**  
Term

The term for which this corporation shall exist shall be perpetual.

**ARTICLE III**  
Principal Office

The principal office of the corporation is located at 1540 Walnut Street, Clearwater, Florida 33755.

**ARTICLE IV**  
Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The corporation is to be formed exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1994, or the corresponding provision of any future United State Internal Revenue law. Specifically, the corporation is dedicated to serving as a partnership of representatives of local communities of faith and AIDS service organizations seeking to open,

develop, and nurture lines of communication among all participants to help meet the needs of those infected and affected with HIV/AIDS. In furtherance of these purposes, the corporation may engage in any lawful act or activity for which corporations may be organized under the Florida Not-For-Profit Corporation Act.

#### ARTICLE V Powers

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set forth in Article IV.

#### ARTICLE VI Prohibited Acts

This corporation shall operate exclusively for charitable, religious or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, in the course of which operation:

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its individual members, directors, officers, or other persons, except that 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 herein.
- B. Notwithstanding any other provisions 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 §501(c)(3) of the Internal Revenue code, or (b) by a corporation, contributions to which are deductible under §170 (c)(2) of the Internal Revenue Code.

## ARTICLE VII Dissolution

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the voting membership. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations which shall at the time qualify as an exempt organization or organizations under §501(c)(3) and §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue law), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
Original Subscribers

The names and addresses of the original subscribers of these Articles of Incorporation are as follows:

Mary M. Stephan  
1540 Walnut Street  
Clearwater, Florida 33755

Brad Meyer  
4709 7<sup>th</sup> Avenue North  
St. Petersburg, FL 33713

Ellen L. Bauer  
554 Wilkie Street  
Dunedin, Florida 34698

Sherrie Moon Meyer  
4709 7<sup>th</sup> Avenue North  
St. Petersburg, FL 33713

ARTICLE IX  
Members

The membership of this corporation shall constitute all persons hereinafter named as subscribers, and such other persons as, from time to time hereafter, may become members in the manner provided in the corporate Bylaws.

ARTICLE X  
Board of Directors and Officers

The management of the affairs of this corporation is vested in its Board of Directors which shall consist of not less than three (3) members. All members of the Board shall be elected or appointed in the manner and for the terms prescribed in the Bylaws of the corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice-President, Secretary and a Treasurer, and such other officers as may, in the opinion of the Board, from time

to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices. The officers of the corporation shall have such duties as may be specified by the Board or by the Bylaws of this corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the Bylaws or this corporation.

ARTICLE XI  
Initial Officers

The names of the officers who are to serve until the first election or appointment under the Articles of Incorporation are the following:

<u>Name</u>	<u>Office</u>
Mary M. Stephan	President
Harvey Lawrence	Vice-President
Georgie Jackson	Secretary
Carol Dunn	Treasurer

ARTICLE XII  
Initial Board of Directors

The initial Board of Directors shall be comprised of the following individuals, each of whom is to hold office until the first election to be held under the provisions of the Articles or the provisions of the Bylaws:

Mary M. Stephan, Ellen L. Bauer, Brad Meyer and Sherrie Moon Meyer.

### ARTICLE XIII

#### Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors, as constituted under Article XI above, at the organizational meeting of the Board, and said Bylaws may thereafter be amended, by the affirmative vote of two-thirds (2/3) of the Board of Directors present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his or her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

### ARTICLE XIV

#### Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the affirmative vote of two-thirds (2/3) of the Board of Directors of this corporation, present and voting, at any meeting of the Board of Directors called for that purpose provided that such meeting shall be held after first giving thirty (30) days written notice mailed to each member of the Board of Directors at his or her last known address. Prior written notice may be waived by the members of the Board of Directors provided the waiver of notice be in writing.

### ARTICLE XV

#### Registered Agent

The name of the initial registered agent of this corporation is Mary M. Stephan, 1540 Walnut Street, Clearwater, Florida 33755.

ARTICLE XVI  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director,  
to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of  
Incorporation this 18<sup>th</sup> day of APRIL, 2002.

In the Presence of:

Kathleen L. Farrell  
John Paul Louis McWeel Sr.

Mary M. Stephan (SEAL)  
Mary M. Stephan

Terrence J. Meyer  
Stephane Lombardo

Brad J. Meyer (SEAL)  
Brad Meyer

M. K. Zussman  
Ellen L. Bauer

Ellen L. Bauer (SEAL)  
Ellen L. Bauer

Erin J. Hyatt  
Erin J. Hyatt

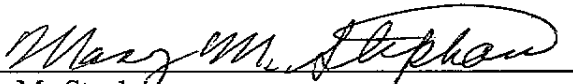
Sherrie Moon Meyer (SEAL)  
Sherrie Moon Meyer



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for AIDS PARTNERSHIP, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
\_\_\_\_\_  
Mary M. Stephan

FILED  
02 APR 25 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA