

N02000004171

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July 19, 2002

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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-07/23/02--01013--003
*****43.75 *****43.75

RE: United Share and Care, Inc.

Gentlemen:

Enclosed please find an original and one copy of the Articles of Dissolution of United Share and Care, Inc. and the new Articles of Incorporation for United Share and Care, Inc. along with checks in the amount of \$43.75 to file the Articles of Dissolution and \$78.75 as the filing fee for the above corporation. Please return a copy of the Articles of Incorporation to our Clearwater address listed above. Please process at your earliest convenience.

If you have any questions, please do not hesitate to call. Thank you for your assistance in this matter.

Yours very truly,

ALFORD, BARBER & MARIANI

Debbie A. Borgh
Legal Assistant

Enclosures

9/6/02
Restated
Articles
Spayne

02 SEP - 6 PM 3:41
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 23, 2002

Debbie A. Borgh, Legal Asst.
Alford, Barber & Mariani
1550 South Highland Avenue, Suite B
Clearwater, FL 33756

SUBJECT: UNITED SHARE AND CARE, INC.
Ref. Number: N02000004171

We have received your document for UNITED SHARE AND CARE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Dissolution for a nonprofit corporation must comply with either section 617.1401 or 617.1403, Florida Statutes.

Appropriate forms are enclosed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6901.

Susan Payne
Senior Section Administrator

Letter Number: 102A00044868

Refund
\$78.75
\$43.75 -

CHARLES F. BARBER
Attorney at Law
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Charles F. Barber

September 2, 2002

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: United Share and Care, Inc.

Attention: Susan Payne

Dear Susan:

Enclosed are your two letters which you sent to me on July 23, 2002. Enclosed in duplicate is Restated Articles of Incorporation of United Share and Care, Inc. During a telephone conversation with the Division of Corporations, it came to our attention that the above-referenced corporation was already a non-profit corporation without the standard specifications regarding a non-profit corporation. You already have our \$78.75 for our filing fees.

Please return to our office the \$43.75 which we file trying to dissolve the corporation which we had believed was a C corporation.

If you have any questions or need any further assistance, please feel free to contact us. Thank you for your assistance on this matter.

Yours very truly,



Debbie A. Borgh
Legal Assistant

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Enclosures

FILED

RESTATED ARTICLES OF INCORPORATION

02 SEP -6 PM 3: 41

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**UNITED SHARE AND CARE, INC.
(A Corporation Not for Profit)**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, we, hereby make, adopt and subscribe to the following Articles of Incorporation:

I.

NAME OF CORPORATION

The name of this Corporation shall be UNITED SHARE AND CARE, INC. and its mailing address is P.O. Box 2293, Largo, FL 33779-2293.

II.

PURPOSES

The general nature, objective and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for (health, welfare, scientific, educational, environmental, cultural) and other charitable purposes, including:

(A) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

(B) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of Directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private 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. 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 i, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public

publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, 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 United States Internal Revenue Law).

III.

BOARD OF DIRECTORS

(Board of Trustees or Board of Managers)

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than four (4) persons, as determined pursuant to provisions of the Bylaws. The Board of Directors of the Corporation shall be elected at the meeting of members of the Corporation, held on the 1st day of January of each year, to serve (for the fiscal year commencing the following year.) until (the next annual meeting) or until their respective successors are duly elected.

The names and addresses of the Directors who are to manage the affairs of the Corporation until the first such annual meeting of said members, and until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Address</u>
Helen R. King	1143 Woodbrook Drive, Largo, FL 33770
Gary Rose	1625 N. Belcher Road, Clearwater, FL
Ron Dickeson	1855 Highland Ave., Clearwater, FL 33756
Karen Crown	160 N. Belcher Road, Clearwater, FL 33765

IV.

CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual, unless dissolved according to law.

V.

BYLAWS

The first Board of Directors of the Corporation shall adopt Bylaws consistent with these

Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors in the manner provided by such Bylaws.

VI.

REGISTERED OFFICE

The street address of the initial registered office of the Corporation is 1143 Woodbrook Drive, Largo, Florida 33770 and the name of the initial registered agent of this Corporation at that address is Helen R. King.

VII.

INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Helen R. King
1143 Woodbrook Drive
Largo, FL 33770

VIII.

COMMITTEES

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

IX.

DISTRIBUTION UPON DISSOLUTION

Upon the 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 for which this Corporation was organized 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

Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

X.

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

XI.

QUALIFICATIONS OF MEMBERS

Any individual who is a part-time or full-time resident of the State of Florida shall be qualified to be a member of the Corporation. In addition, the Board of Directors may admit corporations, partnerships and other entities to membership pursuant to regulations set forth in the Bylaws of the Corporation. The procedures by which members shall be admitted to the Corporation shall be as set forth in the Bylaws of the Corporation.

These Restated Articles of Incorporation were adopted by the members on July 16, 2002.

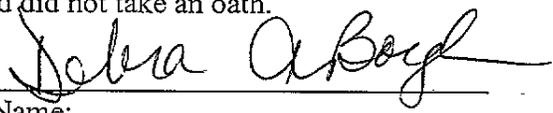
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 16th day of July, 2002.



Helen R. King

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 16th day of July, 2002, by HELEN R. KING. She is personally known to me or has produced a Florida Driver's License as identification and did not take an oath.



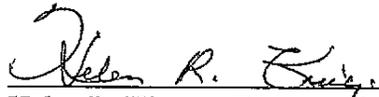
Name:
Notary Public



Debra A. Borgh
MY COMMISSION # CC994779 EXPIRES
January 30, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to appoint as Registered Agent of UNITED SHARE AND CARE, INC. to accept service of process upon said Corporation in this state.



Helen R. King, as Registered Agent