

Division of Corporations

No 2000005665

Florida Department of State
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FLORIDA NON-PROFIT CORPORATION

LSF Guardianship Services, Incorporated

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION
OF
LSF GUARDIANSHIP SERVICES, INCORPORATED**

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The undersigned incorporator to these articles of incorporation hereby forms a not for profit corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: LSF Guardianship Services, Incorporated. The street address of the principal office and mailing address of the Corporation is: 2700 W. Dr. Martin Luther King, Jr. Blvd., Suite 308, Tampa, Florida 33607.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes the following:

- (i) To serve as guardian of person and/or property for indigent individuals determined to be incompetent by the State of Florida.
- (ii) To serve as a public guardian as that term is defined in the Florida Public Guardianship Act (Part IX, Chapter 744, Florida Statutes).

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Member

The Corporation's sole member is the Lutheran Services Florida, Inc., a Florida not for profit corporation.

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ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is One Harbour Place, 777 S. Harbour Island Boulevard, Tampa, Florida 33602-5730, and the name of its initial registered agent at such address is CFRA, LLC.

ARTICLE VI
Directors

The Corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Peter Ledecy	3634 Central Avenue Ft. Myers, Florida 33901
Jody Hill	2700 W. Dr. Martin Luther King, Jr. Blvd. Suite 308 Tampa, Florida 33607
Margret Bowles	2700 W. Dr. Martin Luther King, Jr. Blvd. Suite 308 Tampa, Florida 33607
Adrian Tocklin	2700 W. Dr. Martin Luther King, Jr. Blvd. Suite 308 Tampa, Florida 33607
James A. Wells	2700 W. Dr. Martin Luther King, Jr. Blvd. Suite 308 Tampa, Florida 33607

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ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
David P. Burke	One Harbour Place 777 S. Harbour Island Boulevard Tampa, Florida 33602-5730

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

The board of directors shall have the power to alter or amend these Articles of Incorporation by a two-thirds vote of the directors present at any annual meeting of the Corporation or at any special meeting called for that purpose as provided in the bylaws of the Corporation. The directors shall be given thirty (30) days written notice, which notice shall include the date and time of the special meeting and the text of the proposed amendments. After any proposed amendment has been approved by the directors, the amendment shall be submitted to the sole member for its approval. Only upon approval by the directors and the member shall the Articles of Incorporation be amended.

ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to Lutheran Services Florida, Inc., a Florida not for profit corporation that is an exempt organization described in Sections 501(c)(3) and 170(c)(2) of the Code.

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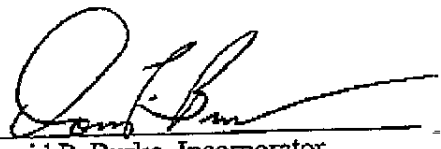
ARTICLE XI
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the directors or members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 25th day of July 2002.


David P. Burke, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

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

Dated this 25th day of July 2002.

Registered Agent:
CFRA, LLC

By:


David P. Burke

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