

**Edward B. Knauer**  
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**Certified Mediator**

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Naples, Florida 34102  
(239) 649-5449

Also admitted to practice in  
New Jersey and Maine

Wir sprechen Deutsch

**10000007527**

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

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-09/30/02--01046--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Wings of Collier County, Inc.

Dear Sir/Madam:

Enclosed for filing please find an original and one (1) copy of the articles of incorporation, an original and one (1) copy of the certificate naming the registered agent and my check No. 1877 in the amount of \$70.00 to cover the filing fees.

Please return conformed copies of the articles and certificate to my office in the enclosed postage paid envelope.

Thank you for your assistance.

Sincerely,



Edward B. Knauer  
EBK/tk  
enc.

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DIVISION OF CORPORATIONS  
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SMITH OCT 02 2002

ARTICLES OF INCORPORATION OF WINGS OF COLLIER COUNTY, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following articles of incorporation:

ARTICLE ONE-NAME

The name of the corporation is as follows:

WINGS OF COLLIER COUNTY, INC.

ARTICLE TWO-ADDRESS

The address of the principle office and the mailing address of the corporation is:

676 110th Avenue N.  
Naples, FL 34108

ARTICLE THREE-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is:

676 110th Avenue N.  
Naples, FL 34108

The name of its initial registered agent at that address is:

ERICA LYNNE

ARTICLE FOUR-NO MEMBERS

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

ARTICLE FIVE-NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA, section 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA, section 501(c)(3).

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#### ARTICLE SIX-DURATION

The duration (term) of the corporation is perpetual.

#### ARTICLE SEVEN-PURPOSES

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to coordinating services for people with developmental disabilities and their families.

#### ARTICLE EIGHT-POWERS

Solely for the above purposes, the corporation shall have the following powers:

- A. To coordinate services for people with developmental disabilities and their families.
- B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.
- C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.
- D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

#### ARTICLE NINE-LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 in Article Seven (Purposes) of these Articles.

#### ARTICLE TEN-TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA, section 501(a) as an

organization described in 26 USCA, section 501(c)(3) and which is other than a private foundation as defined in 26 USCA, section 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA, section 501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### ARTICLE ELEVEN-DISSOLUTION

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of these article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA, section 170(c)(1) or 26 USCA, section 170(c)(2)(B) and is described in 26 USCA, section 509(a)(1), (2) or (3).

#### ARTICLE TWELVE-BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The following individuals are elected by the incorporator to serve as the initial directors:

Dr. Henry Fay                      Marilyn Webber, RN  
632 98th Avenue N.    335 Nautilus Court  
Naples, FL 34108      Ft. Myers, FL 33908

Christopher Werler  
48 Forest St., #107  
Medford, MA, 02115

Katherine Dew, Ph.D.  
7935 Preserve Circle, #416  
Naples, FL 34119

Erica Lynne, WSC, RN, Ph.D  
676 110th Avenue N.  
Naples, FL 34108

After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors.

#### ARTICLE THIRTEEN-OFFICERS

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provide for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and maybe removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

#### ARTICLE FOURTEEN-INCORPORATOR

The name and street address of each incorporator is as follows:

Erica Lynne  
676 110th Avenue N.  
Naples, FL 34108

#### ARTICLE FIFTEEN-BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

#### ARTICLE SIXTEEN-AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

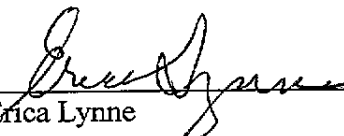
#### ARTICLE SEVENTEEN-INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### ARTICLE EIGHTEEN-COMMENCEMENT OF CORPORATE EXISTENCE

Corporate existence shall commence upon the filing of these articles of incorporation.

In witness whereof, the undersigned incorporator has signed these articles of incorporation on the 5th day of September, 2002.

  
Erica Lynne

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to F.S. section 617.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida:

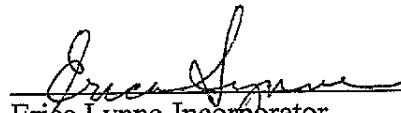
1. Name of corporation (must include suffix):

WINGS OF COLLIER COUNTY, FLORIDA, INC.

2. Name and address of registered agent and office (P.O. Box is NOT acceptable):

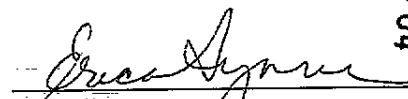
Erica Lynne  
676 110th Avenue N.  
Naples, Florida 34108

Wings of Collier County, Florida, Inc. by:

  
Erica Lynne-Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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 obligations of my position as registered agent.

Date: 9/5/02

  
Erica Lynne

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