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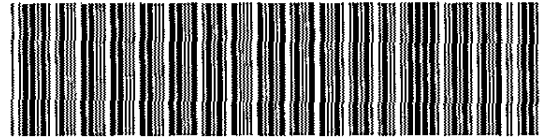
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02 DEC 23 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-23-02
[Signature]

LAW OFFICES
WILSON, JOHNSON & JAFFER, P.A.

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SUITE ONE
SARASOTA, FLORIDA 34236
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CLYDE H. WILSON (1908-1994)
ROBERT M. JOHNSON
CLYDE H. WILSON, JR.
JOHN S. JAFFER
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FEDERAL EXPRESS

December 18, 2002

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

To Whom It May Concern:

We are enclosing Articles of Incorporation of Public Guardianship Alliance, Inc. and a check for \$78.75 for filing.

Please transmit the certificate of incorporation and certified copy of the articles to the undersigned at the above address in the enclosed Federal Express return envelope.

Very truly yours,

Robert M. Johnson

Encl: Check \$78.75
Articles of Inc., in duplicate

ARTICLES OF INCORPORATION

OF

PUBLIC GUARDIANSHIP ALLIANCE, INC.

A Florida Not-For-Profit Corporation

FILED

02 DEC 23 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation desiring to form a not-for-profit corporation under the provisions of Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is: **PUBLIC GUARDIANSHIP ALLIANCE, INC.**; and the initial principal address of the corporation is: USF-MHF101, 13301 Bruce B. Downs Blvd., Tampa, FL 33612-3899.

ARTICLE II

CORPORATE EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of the Articles of Incorporation by the Department of State for the State of Florida.

Upon the dissolution of the organization, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state, or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

ARTICLE III

PURPOSES

The purposes for which the corporation is organized are as follows:

1. Receive, manage and distribute funds received from private citizens, charitable foundations, corporations or other businesses and federal, state or local government grants for the benefit of public guardianship programs established through the Statewide Public

Guardianship Office throughout the State of Florida.

2. Assist the Statewide Public Guardianship Office in the training and education of public guardians and the development of public guardianship programs.

3. Encourage business and community support for the participation and development of new public guardianship programs in the State of Florida.

4. The **PUBLIC GUARDIANSHIP ALLIANCE, INC.** will maintain its not-for-profit corporation to support the mission and goals of the **PUBLIC GUARDIANSHIP ALLIANCE, INC.**, the Statewide Public Guardianship Office, and each of the public guardianship offices throughout the State of Florida.

5. To offer seminars, training programs and assistance in the public guardianship program within the State of Florida.

6. To collect statistical data relating to the Public Guardianship Program and to furnish the same to executive and legislative policy making bodies.

7. To provide a clearing house for issues which arise in the public guardianship program.

8. To establish measurable goals on an annual basis as to the number of new guardians to be trained, and the percentage of court and agency cases to be assisted.

9. To develop training manuals and software relating to both training and operation of the Public Guardianship Program.

10. To conduct programs, meetings, events, and activities; raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the corporation's purposes.

11. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for educational or charitable purposes, all for the advancement of the corporation's purposes and objectives and the encouragement and continuation of their established goals and objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expand the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all, and

every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

12. 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 in, or intervene in (including the 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 §501(c)(3), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). This corporation shall utilize all donations, contributions, gifts, and bequests for the purposes which promote, advance and encourage the spirit of the purposes as set forth in Article III.

ARTICLE IV

POWERS

The powers of the corporation shall include and be governed by the following:

To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of this corporation or to enhance the value of its property, to conduct its business in this State, in other States, in the District of Columbia, and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the State of Florida upon corporations not for profit formed under the Act pursuant to and under which this corporation is formed.

ARTICLE V

MEMBERSHIP

The Corporation will not have members.

ARTICLE VI

REGISTERED OFFICE

The address and city of the initial registered office of the corporation is: USF-MHF101, 13301 Bruce B. Downs Blvd., Tampa, FL 33612-3899, and the registered agent at such address is: Jerry Woelfel.

ARTICLE VII

DIRECTORS

The business affairs of this corporation shall be managed by a Board of Directors of no less than four (4) persons and no more than fifteen (15) persons. The number of Directors and the term of office and manner of election shall be as provided by the By-Laws.

ARTICLE VIII

The names and addresses of each incorporator are:

ROBERT M. JOHNSON
27 South Orange Avenue
Sarasota, FL 34236

JERRY WOELFEL
USF-MHF101
13301 Bruce B. Downs Blvd.
Tampa, FL 33612-3899

ARTICLE IX

OFFICERS

Section 1: The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws. The duties of each officer shall be set forth in the By-Laws.

Section 2: The names of the persons who are to serve as officers of the corporation for the

ensuing year, or until the first annual meeting of the corporation, are:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	ROBERT M. JOHNSON 27 South Orange Avenue Sarasota, FL 34236
Vice-President	JOHN THATCHER 1800 First Union Bank Tower 225 Water Street Jacksonville, FL 32202
Secretary	LEO GOVONI USF-MHF101 13301 Bruce B. Downs Blvd. Tampa, FL 33612-3899
Treasurer	DR. SAMUEL L. SKOGSTAD 770 Palm Avenue South #403 Sarasota, Florida 34236

ARTICLE X

BY-LAWS

Section 1: The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2: Upon proper notice, the By-Laws may be amended, altered or rescinded by a two-thirds (2/3) vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI

AMENDMENTS

Section 1: These Articles of Incorporation may be amended at a special meeting of the directors called for that purpose, by a two-thirds vote of those present.

Section 2: Amendments may also be made at a regular meeting of the membership upon

notice given, as provided by the By-Laws, of intention to submit such amendments, by a majority of those present.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 17th day of December, 2002.



ROBERT M. JOHNSON



JERRY WOELFEL

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, 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. The name of the corporation is: **PUBLIC GUARDIANSHIP ALLIANCE, INC.**
2. The name and address of the registered agent and office is:

JERRY WOELFEL
USF-MHF101
13301 Bruce B. Downs Blvd.
Tampa, FL 33612-3899

SIGNATURE *Jerry Woelfel*
JERRY WOELFEL
TITLE Resident Agent
DATE 12/17/02

FILED
02 DEC 23 AM 9 43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE *Jerry Woelfel*
JERRY WOELFEL
DATE 12/17/02

REGISTERED AGENT FILING FEE: \$35.00