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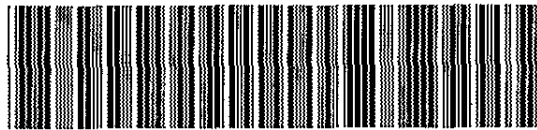
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CORPORATION SERVICE COMPANY™

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ACCOUNT NO. : 072100000032

REFERENCE : 942254 4303846

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : February 25, 2003

ORDER TIME : 1:20 PM

ORDER NO. : 942254-005

CUSTOMER NO: 4303846

CUSTOMER: Hugh K. Webster, Esq
Webster, Chamberlain & Bean

1747 Pennsylvania Avenue, N.w.
Suite 1000
Washington, DC 20006

DOMESTIC FILING

NAME: FLORIDA GUARDIANSHIP
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
OF
FLORIDA GUARDIANSHIP FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a nonprofit corporation under Chapter 617 of the Florida Statutes, hereby certifies:

**ARTICLE I
Name**

The name of the corporation shall be: Florida Guardianship Foundation, Inc.

**ARTICLE II
Principal Office**

The principal place of business and mailing address of the corporation shall be: 2810 Industrial Plaza Drive, Suite C, Tallahassee, FL 32301.

**ARTICLE III
Purpose**

The purpose of the corporation is to act within Chapter 617 of the Florida Statutes to promote guardianship consistent with §501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent federal tax code.

**ARTICLE IV
Board of Directors**

The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall consist of seven members. Of these, four shall be selected by the Board of Directors of the Florida State Guardianship Association, and three shall be selected by the corporation's Board of Directors.

**ARTICLE V
Duration**

The duration of the corporation shall be perpetual.

**ARTICLE VI
Membership**

There shall be no members.

ARTICLE VII
Section 501(c)(6) Status

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any director or officer of the corporation, or any other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(6) of the Code, or cause it to lose such exempt status.

ARTICLE VIII
INDEMNIFICATION

The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

The corporation shall also indemnify any person, who was or is a party to any proceeding by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made under this subsection in respect of any claim, issue, or

matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

ARTICLE IX
Initial Directors and Officers

The names, addresses, and titles of the initial directors and officers of the corporation are:

Ed Boyer, President	46 N. Washington, Ste 21 Sarasota, FL 34236
Knyvett Lee, Vice President	7101 W. Commercial Blvd., Ste. 4D Ft. Lauderdale, FL 33319
Matthew Mayper, Secretary/Treasurer	1515 Ringling Blvd., 10 th Floor Sarasota, FL 34236

ARTICLE X
Initial Registered Agent and Street Address

The name and Florida street address of the corporation is: Susan Cabrera at 2810 Industrial Plaza Drive, Suite C, Tallahassee, FL 32301.

ARTICLE XI
Incorporator

The name and address of the incorporator is:

Hugh Webster	1747 Pennsylvania Ave., NW Suite 1000 Washington, DC 20006
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The undersigned has subscribed his name this 20th day of February, 2003.



Incorporator

**Certificate Designating Registered Agent
And Street Address for Service of Process Within Florida**

Pursuant to Fla. Stat. Sec. 617.0501, the Florida Guardianship Foundation, Inc., desiring to be organized under the laws of the State of Florida, hereby designates Susan Cabrera, located at 2810 Industrial Plaza Drive, Suite C, Tallahassee, FL 32301, as its registered agent to accept service of process within the State of Florida.

Acceptance of Designation

Having been named as registered agent to accept service of process for the Florida Guardianship Foundation, Inc. at the place designated above, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Susan Cabrera

Date : _____

2/18/03

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