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To:

Division of Corporations  
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From:

Account Name : W. MORGAN SPEER, P.A.  
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**FLORIDA NON-PROFIT CORPORATION**

Cathedral Square-THC No. 3, Inc.

Certificate of Status	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
CATHEDRAL SQUARE-THC NO. 3, INC.

The undersigned acting as incorporator of a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the Corporation is CATHEDRAL SQUARE-THC NO. 3, INC. (the "Corporation").

ARTICLE TWO

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE THREE

PURPOSES

The Corporation is organized exclusively for one or more of the following tax exempt purposes:

1. Holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to an organization which itself is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, or a corresponding provision of any future United States Internal Revenue Law (the "Code") and shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under

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Section 501(c)(2) of the Code.

2. With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitation: Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

3. The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

#### ARTICLE FOUR

##### ADDRESS AND PRINCIPAL OFFICE

The address of the principal office of and mailing address of the Corporation is c/o W. Morgan Speer, 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409.

#### ARTICLE FIVE

##### NUMBER AND ELECTION OF BOARD MEMBERS

There shall be three (3) members of the Board of Directors of the Corporation. The

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number of Directors may be increased or decreased from time to time by the Board of Directors but the number of directors shall never be less than three (3). The election of the directors of the Corporation shall be as stated in the By-Laws of the Corporation.

#### ARTICLE SIX

##### REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's initial registered office is c/o W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409 and the name of its initial registered agent at that address is W. Morgan Speer.

#### ARTICLE SEVEN

##### MEMBERSHIP

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The Corporation shall have one (1) member only, and said member shall be an organization which itself is exempt under Section 501(c)(3) of the Code. All other conditions of membership in the Corporation, if any, shall be as stated in the By-Laws of the Corporation.

#### ARTICLE EIGHT

##### BY-LAWS

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

#### ARTICLE NINE

##### INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by law as now or hereafter in

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effect, indemnify all persons whom it may indemnify. The indemnification provided by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members or disinterested directors of the Corporation or otherwise.

#### ARTICLE TEN

#### AMENDMENTS

These Articles of Incorporation may be amended only by the sole member of the corporation.

#### ARTICLE ELEVEN

#### INCORPORATOR

The name and address of the incorporator is:

W. Morgan Speer  
c/o W. Morgan Speer, P.A.  
1800 Australian Avenue South, Suite 100  
West Palm Beach, FL 33401

WITNESS the hand and seal of said Incorporator this 21 day of February 2003.

W. Morgan Speer  
W. Morgan Speer, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That CATHEDRAL SQUARE-THC NO. 3, INC. desiring to organize under the laws of the State of Florida with its principal office in the County of Palm Beach, State of Florida, has named W. MORGAN SPEER, whose address is 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409 as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced corporation, 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.

W. Morgan Speer  
W. Morgan Speer, Registered Agent

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