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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

UNITED WAY 2-1-1 OF MANASOTA, INC.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 7, 2003

WILLIAMS PARKER HARRISON DIETZ & GETZEN P.A.

SUBJECT: UNITED WAY 2-1-1 OF MANASOTA, INC.
REF: W03000022335

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Tim Burch
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FAX Aud. #: H03000248722
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**ARTICLES OF INCORPORATION
OF**

UNITED WAY 2-1-1 OF MANASOTA, INC.

0003
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03 AUG -7 AM 4:27
SEC. STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned hereby make, adopt and subscribe the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be "UNITED WAY 2-1-1 OF MANASOTA, INC." (the "Corporation").

ARTICLE II. PURPOSE

The purposes for which the Corporation is organized are exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, environmental, cultural or other charitable purposes, including:

i. To distribute property in accordance with the terms of gifts, bequests, or devises made to the Corporation which are consistent with its purposes; or

ii. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the Corporation.

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 in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization

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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 this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific nature, objects and purposes of the Corporation shall initially be to expedite the exchange of information between customers and service providers to improve the health and well being of citizens in the Manatee and Sarasota Counties of Florida (the "Manasota Region"). The Corporation may have other specific natures, objects and purposes consistent with this Article II as determined by the members of the Corporation (the "Members") from time to time.

ARTICLE III. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, as determined pursuant to the provisions of the Bylaws of the Corporation. The method of election of the Directors of the Corporation shall be as stated in the Bylaws of the Corporation.

ARTICLE IV. CORPORATE EXISTENCE

The existence of this Corporation shall be perpetual, unless dissolved according to law.

ARTICLE V. BYLAWS

The incorporators of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Directors of the Corporation in the manner provided in the Bylaws.

ARTICLE VI. REGISTERED AND PRINCIPAL OFFICE

The street address of the initial registered office of the Corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this Corporation at that address is Michele B. Grimes. The principal and mailing address for the Corporation is 1445 2nd Street, Sarasota, Florida 34236.

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ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Roy McBean
2097 Wasatch Drive
Sarasota, Florida 34235-9170

Marvin T. Huskey
United Way of South Sarasota County, Inc.
7810 South Tamiami Trail
Venice, Florida 34293

Alberto Suarez
FCFH Sarasota
1445 2nd Street
Sarasota, Florida 34236

Alexander L. Young
United Way of Sarasota County, Inc.
1445 2nd Street
Sarasota, Florida 34236

Joan Hill
Manatee Opportunity Council, Inc.
369 6th Ave. W.
Bradenton, Florida 34205

Sherry I. Berry
Tropicana Products, Inc.
Post Office Box 338
Bradenton, Florida 34206

Kathleen C. Ellis
3504 17th Ave. W.
Bradenton, Florida 34205

Nancy M. Pike
Sarasota County Library System
6700 Clark Road
Sarasota, Florida 34241

Robert D. Hanson
Sarasota County IT
1660 Ringling Boulevard
Sarasota, Florida 34236

Gerard F. Koontz, Sr.
United Way of Manatee County, Inc.
1701 14th Street West
Bradenton, Florida 34205

Diane L. Frenz
7015 Wild Horse Circle
Sarasota, Florida 34241

Adraine LaRoza
Executive Director
Volunteer Services of Manatee County, Inc.
5131 Manatee Ave. W.
Bradenton, FL 34209

ARTICLE VIII. MEMBERS

The Corporation shall have members as provided in the Bylaws of the Corporation.

ARTICLE IX. OFFICERS

The Corporation shall have officers as provided in the Bylaws of the Corporation.

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ARTICLE X. COMMITTEES

The Corporation may establish committees as provided in the Bylaws of the Corporation.

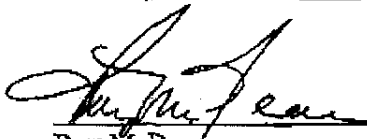
ARTICLE XI. DISTRIBUTION UPON DISSOLUTION

The Corporation may be dissolved upon the affirmative vote of two-thirds of all of the Members of the Corporation at a meeting duly called for that purpose. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Circuit Court 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.

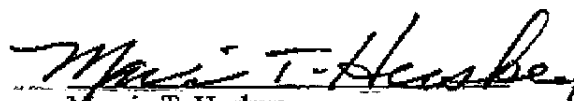
ARTICLE XII. AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 6th day of August 2003.



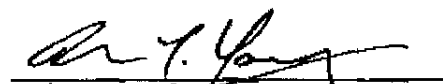
Roy McBean
Incorporator



Marvin T. Huskey
Incorporator



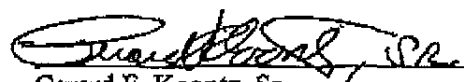
Nancy M. Pike
Incorporator



Alexander L. Young
Incorporator



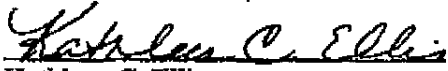
Robert D. Hanson
Incorporator

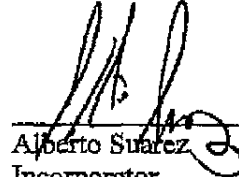


Gerard F. Koontz, Sr.
Incorporator

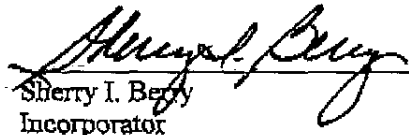
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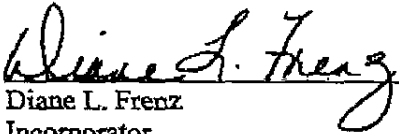
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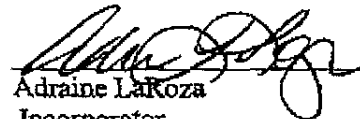

Kathleen C. Ellis
Incorporator


Alberto Suarez
Incorporator


Joan Hill
Incorporator


Sherry I. Berry
Incorporator


Diane L. Frenz
Incorporator


Adraine LaRoza
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of United Way 2-1-1 of Manasota, Inc., a Florida not-for-profit corporation, to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.


Michele B. Grimes
Registered Agent

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