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MARTIN
MEMORIAL
Medical Center

P.O. Box 9010, Stuart, Florida 34995

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: MARTIN COUNTY PUBLIC GUARDIAN, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$78.75

FILED

**ARTICLES OF INCORPORATION
OF
MARTIN COUNTY PUBLIC GUARDIAN, INC.**

2004 FEB 11 PM 5:08

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, *Florida Statutes* (2003) and do certify as follows:

**ARTICLE I
NAME**

The name of this corporation is MARTIN COUNTY PUBLIC GUARDIAN, INC. The corporation is sometimes referred to herein as the "Corporation."

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the Bylaws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
PRINCIPAL OFFICE AND AGENT**

The principal place of business and initial registered office of the Corporation is: 300 Hospital Avenue, Stuart, Florida 34994. The registered agent of the Corporation at that address is: Linda Hake, Esquire.

**ARTICLE IV
OBJECTS, PURPOSES AND POWERS**

Section 1. The purpose of the Corporation is to operate an office of public guardian to provide guardianship services for eligible persons in Martin County, Florida, in accordance with the Public Guardianship law, as provided in *Florida Statutes* 744, Part IX, or the corresponding provision of any future state law; to engage in any other activity which furthers these purposes or are ancillary or incident thereof; and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

Section 2. The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 4. 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 so disposed of shall be disposed of by the state court having jurisdiction in 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.

Section 5. The Corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE V **MAILING ADDRESS**

The mailing address of the Corporation is: 300 Hospital Avenue, Stuart, Florida 34994.

ARTICLE VI **MEMBERS**

The members of this Corporation shall consist of those persons who are members of the Board of Directors of the Corporation.

ARTICLE VII **TERM**

This Corporation shall exist perpetually.

ARTICLE VIII **BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) members. The Board of Directors shall be elected by the members of the Corporation entitled to vote as provided in the Bylaws of the Corporation. The initial Board of Directors, who shall serve until the first election, shall consist of three (3) members. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Linda Hake – President	300 Hospital Avenue Stuart, Florida 34994
Oliver Harris – Vice President	300 Hospital Avenue Stuart, Florida 34994
Jane Strike – Secretary/Treasurer	300 Hospital Avenue Stuart, Florida 34994

ARTICLE IX **OFFICERS**

The Officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The Officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the Bylaws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial Officers are:

<u>Name</u>	<u>Office</u>
Linda Hake	President
Oliver Harris	Vice President
Jane Strike	Secretary/Treasurer

ARTICLE X **INDEMNIFICATION**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Corporation, or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XI **AMENDMENT OF ARTICLES**

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Corporation entitled to vote.

ARTICLE XII **BYLAWS**


The Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. The Bylaws shall be adopted, altered, amended or rescinded as provided in the Bylaws by the affirmative vote of two-thirds (2/3) of the members of the Corporation entitled to vote present at any annual or special meeting of the members.

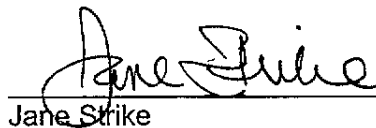
ARTICLE XIII
SUBSCRIBERS

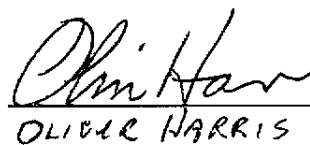
The names and addresses of the subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Linda Hake	300 Hospital Avenue Stuart, Florida 34994
Jane Strike	300 Hospital Avenue Stuart, Florida 34994
OLIVER HARRIS	300 Hospital Avenue Stuart, Florida 34994

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 21 day of January, 2004.


Linda Hake


Jane Strike


OLIVER HARRIS

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21ST day of JANUARY, 2004, by LINDA HAKE, (X) who is personally known to me or () who has produced [TYPE OF IDENTIFICATION] _____ and who [PLEASE CHECK ONE OF THE FOLLOWING] () did or () did not take an oath. She subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.



(SEAL)



Judith A. Miller
MY COMMISSION # DD190782 EXPIRES
April 6, 2007
BONDED THRU TROY FARM INSURANCE, INC

(Print Name)

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21 day of January, 2004, by JANE STRIKE, ☒ who is personally known to me or () who has produced [TYPE OF IDENTIFICATION] _____ and who [PLEASE CHECK ONE OF THE FOLLOWING] () did or () did not take an oath. She subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)



Linda C. Hake
MY COMMISSION # DD170167 EXPIRES
December 8, 2006
BONDED THRU TROY FAIN INSURANCE, INC

Linda C Hake

Linda C Hake (Print Name)

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 21 day of January, 2004 by Oliver Harris, ☒ who is personally known to me or () who has produced [TYPE OF IDENTIFICATION] _____ and who [PLEASE CHECK ONE OF THE FOLLOWING] () did or () did not take an oath. She subscribed the above Articles of Incorporation, and she did freely and voluntarily acknowledge before me according to law that she made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)



Linda C. Hake
MY COMMISSION # DD170167 EXPIRES
December 8, 2006
BONDED THRU TROY FAIN INSURANCE, INC

Linda C Hake

Linda C Hake (Print Name)

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, to wit: MARTIN COUNTY PUBLIC GUARDIAN, INC., at the place designated in the Articles of Incorporation, to wit: 300 Hospital Avenue, Stuart, Florida 34994, I hereby state that I am familiar with and accept the obligations of that position, and I agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to the registered office and my service as registered agent.



Linda Hake

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