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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ebling & Bazaire, P.L.

1915 Manatee Avenue West
Bradenton, FL 34205

Main Number: (941) 746-3007
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September 7, 2004

U.P.S

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399


RE: Articles of Incorporation
DAYBREAK RESPITE CLUBS, Inc.

Dear Sir/Madame:

Enclosed herewith please find an original and one copy of Articles of Incorporation of the above referenced corporation. Also enclosed is my check in the amount of \$78.75 for the filing fee. Please file the articles and return a certified copy to me for my records.

Thank you for your cooperation in this matter.

Very truly yours,
Ebling & Bazaire, P.L.



Jamie A. Ebling
For the Firm

JAE: jr
Enclosures

**ARTICLES OF INCORPORATION
OF
DAYBREAK RESPITE CLUBS, INC.**

**ARTICLE ONE
NAME**

The name of this corporation is **DAYBREAK RESPITE CLUBS, INC.**

**ARTICLE TWO
STATEMENT OF CORPORATION NATURE**

This is a not for profit corporation organized exclusively for charitable, religious, educational and 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 the corresponding section of any future federal tax code.

The general objectives and purposes of this Corporation shall be:

1. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.
2. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
3. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted By-laws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.
4. Notwithstanding any other provision of these Articles, this 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 a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code (or corresponding section of any Federal tax code).

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TALLAHASSEE, FLORIDA

ARTICLE THREE
- TERM

This corporation shall have a perpetual existence.

ARTICLE FOUR
MEMBERSHIP

The corporation may have one or more classes of members. Designation of classes, manner of election or appointment, the duration of membership and qualifications and rights, shall be set forth in the bylaws of the corporation.

ARTICLE FIVE
INCORPORATOR

The name and address of the incorporator of the corporation is Linda B. McKinney, 1403 57th Street West, Bradenton, Florida 34209.

ARTICLE SIX
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT

A. The county in the State of Florida where the initial principal office for the transaction of the business of this corporation is to be located in the County of Manatee at 1403 57th Street West, Bradenton, Florida 34209. The mailing address of the corporation is 1403 57th Street West, Bradenton, Florida 34209.

B. The name and address of this corporation's registered agent is JAMIE A. EBLING, Esquire, 1915 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE SEVEN
MANAGEMENT OF CORPORATE AFFAIRS

A. **BOARD OF TRUSTEES.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of initial trustees of this corporation shall be three, provided however, that such number may be changed in accordance with the bylaws of the organization. Trustees shall be elected pursuant to the bylaws.

B. **ANNUAL MEETINGS.** Annual meetings shall be held in Manatee County, Florida on the first Monday in May of each year unless a different place and time shall be set by the chairman or a majority vote of the trustees.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if a majority of the board shall individually or collectively

consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by a vote of the trustees. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by written consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

C. **INITIAL BOARD OF TRUSTEES.** The initial Board of Trustees of the corporation shall be:

MRS. LYNN MARVIN
300 Spring Lakes Boulevard
Bradenton, FL 34210

DR. THOMAS SKOLODA
775 North Shore Drive
Anna Maria, Florida 34216

MR. DALE HIGGINS
5316 53rd Avenue East – Lot F-41
Bradenton, FL 34203

D. **CORPORATE OFFICERS.** The Board of Trustees may elect such officers as the bylaws of this corporation may authorize.

ARTICLE EIGHT **BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth in the bylaws.

ARTICLE NINE **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual, 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 of this corporation.

ARTICLE TEN
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law or 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.

ARTICLE ELEVEN
AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be made by the vote of a majority of a quorum of trustees of the corporation at a meeting called for that purpose, or as otherwise provided in the bylaws.

NOW, THEREFORE, I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on the date indicated below.


LINDA MCKINNEY

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, a Notary Public, appeared LINDA MCKINNEY, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

WITNESS my hand and official seal this 7th day of September, 2004.



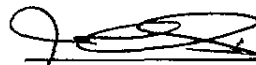
Jeanne M. Rieker
My Commission DD188851
Expires March 15, 2007


NOTARY PUBLIC

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: September 7, 2004



REGISTERED AGENT

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TALLAHASSEE, FLORIDA