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FLORIDA NON-PROFIT CORPORATION

Visitage Foundation, Inc.

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[Handwritten signature and date 11/8/04]

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**ARTICLES OF INCORPORATION
OF
VISITAGE FOUNDATION, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

ARTICLE I.

Name

The name of the Corporation is Visitage Foundation, Inc.

ARTICLE II.

Term of Existence

Corporate existence will commence on November 6, 2004 in accordance with Section 617.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

ARTICLE III.

Purposes

The Corporation is formed solely for charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations (the "Code"). The Corporation's specific purpose is to recruit and train volunteers to visit with individuals who are emotionally, mentally, and/or physically disabled, to aid in the relief of their suffering. The Corporation will do this by providing leadership and resources, training activities, support and from what ever other resources that it can utilize. It will raise funds through charitable public donations. The Corporation will be authorized to engage in any and all activities in order to further its purpose and provide those services for individuals who are emotionally, mentally, and/or physically disabled in order to aid in the relief of their suffering through companionship and visitation; and all purposes associated with them.

ARTICLE IV.

Powers

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Code. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 provision of these Articles of Incorporation, the Corporation will not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation contributions to which are deductible under Section 170(e)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

(1) The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;

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(2) The Corporation will not allow its members or directors to have a vested interest in its assets;

(3) The Corporation will not make any investments which would jeopardize its charitable purpose.

ARTICLE V.
Limitation on Activities

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). Nothing in these Articles restricts the Corporation from reimbursing the members for funds borrowed by the Corporation or paying reasonable compensation for services performed.

ARTICLE VI.
Dissolution

Upon dissolution of this Corporation, after providing for all of the Corporation's liabilities, all assets of the Corporation shall be distributed to organizations determined exempt by the Internal Revenue Service under Section 501(c)(3) of the Code (e.g., charitable, educational, religious or scientific organizations) within the meaning of Section 501(c)(3) of the Code. None of the net assets of the Corporation will be distributed to or for the benefit of any member, trustee, officer or director of the Corporation or to any other individual.

ARTICLE VII.
Principal Office

The principal office and mailing address of the Corporation is 700 Atwood Avenue, North, St. Petersburg, Florida 33702-6715.

ARTICLE VIII.
Directors

The Corporation will have 3 directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name

Donna Ruth Welty

Linda A. Tonning

Savilla K. Marshall

Address

700 Atwood Avenue, North
St. Petersburg, Florida 33702-6715

700 Atwood Avenue, North
St. Petersburg, Florida 33702-6715

1519 Dinnerbell Lane
Dunedin, Florida 33698

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ARTICLE IX.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Piper Rudnick LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is David A. Beyer.

ARTICLE X.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o Piper Rudnick LLP 101 East Kennedy Boulevard, Suite 2000 Tampa, Florida 33602-5149

ARTICLE XI.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

ARTICLE XII.
Indemnification

The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on November 5, 2004.


David A. Beyer, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: November 5, 2004


David A. Beyer