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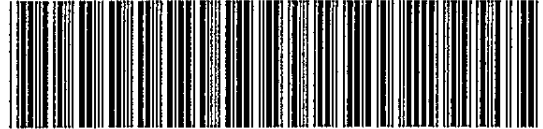
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KRAIG H. KOACH

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February 4, 2005

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

Re: Duvall Parents, Guardians & Friends Association, Inc.  
a Florida corporation not for profit

Ladies and Gentlemen:

Please accept for approval and filing the enclosed Articles of Incorporation of the above named new Florida corporation not for profit. A photocopy of the executed articles is also enclosed.

In addition, enclosed is an acceptance of the resident agent designated in the Articles of Incorporation.

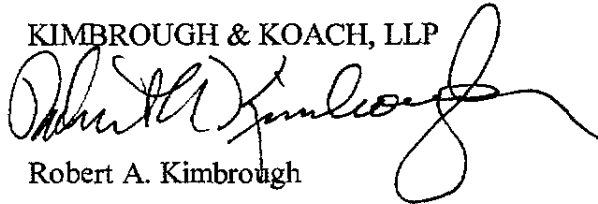
We request the approval and filing of the Articles of Incorporation, the preparation and transmittal to me of a certified copy of the Articles of Incorporation and a Certificate of Status.

Enclosed is my check in the amount of \$87.50 representing \$35.00 filing fee, \$35.00 designation and acceptance of resident agent fee, \$8.75 for certified copy and \$8.75 for Certificate of Status.

Thank you for your attention to this matter.

Sincerely,

KIMBROUGH & KOACH, LLP



Robert A. Kimbrough

RAK/cp  
Enclosures

ARTICLES OF INCORPORATION  
OF  
DUVALL PARENTS, GUARDIANS & FRIENDS  
ASSOCIATION, INC.

a Florida not for profit corporation.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I. NAME

The name of the corporation is: DUVALL PARENTS, GUARDIANS & FRIENDS, ASSOCIATION, INC.

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. PURPOSES

A. The corporation is a not for profit corporation. The purposes for which the corporation is organized shall be to establish and maintain a non profit voluntary association of parents, guardians and friends of residents and clients of and friends of The Duvall Presbyterian Home, Glenwood, Florida, which is owned and operated by Presbyterian Special Services, Inc., a Florida corporation not for profit. More specific purposes include providing voluntary support and assistance to the administration of The Duvall Presbyterian Home for the purpose of enhancing and improving the quality of the lives of its residents and clients, and, as well, providing a basis for collaboration, communication and coordination among parents, guardians and friends of The Duvall Presbyterian Home in order to better fulfill the primary purpose previously stated.

B. The general purposes for which this corporation is formed are to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on any activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any further United States Internal Revenue law.

#### ARTICLE IV. MEMBERS

The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of members shall be as regulated in the By-Laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

#### ARTICLE V. SUBSCRIBERS

The names and residence addresses of each incorporator are:

Name	Address
SUSAN PEPUS, M.A.	1218 Lake Piedmont Circle, Apopka, FL 32703
ROBERT A. KIMBROUGH	7100 S. Gator Creek Blvd., Sarasota, FL 34241

## ARTICLE VI. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors and method of election of directors shall be stated in the By-Laws.

## ARTICLE VII. OFFICERS

The affairs of this corporation shall be managed by the following officers: President, one or more Vice Presidents, Secretary and Treasurer, and such other officers as may be prescribed in the By-Laws. Each officer shall be elected by the board of directors at the first meeting of the board following the annual membership meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the officers who are to serve until the first election under the By-Laws are:

President:	SUSAN PEPUS, MA
Vice President:	TESS DALY
Vice President:	FORREST WESSON
Secretary:	EMILIE KIMBROUGH
Treasurer:	SUSAN PEPUS, M.A.

## ARTICLE VIII. BY-LAWS

By-Laws of the corporation may be adopted or amended by the members at any annual, regular or stated meeting or special meeting by a two-thirds (2/3) vote of the members present.

ARTICLE IX. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the members at any annual meeting or special meeting by a two-thirds vote of the members present.


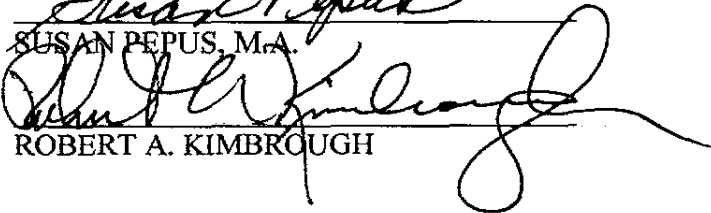
ARTICLE X. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial principal office of the corporation and the street address of the initial registered office of the corporation is 1530 Cross Street, Sarasota, Florida 34236. The name of its initial registered agent at that address is ROBERT A. KIMBROUGH.

ARTICLE XI. DISPOSITION UPON DISSOLUTION

On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Directors has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Directors of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

WITNESS the hands and seals of the incorporators this 17<sup>th</sup> day of January, 2005.

  
SUSAN PEPUS, M.A.  
  
ROBERT A. KIMBROUGH

STATE OF FLORIDA  
COUNTY OF LAKE

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared SUSAN PEPUS, M.A., to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 26 day of January, 2004. 2005

Michele F. Harris  
Notary Public - State of Florida

Name Printed:

My Commission Expires:



MICHELE F. HARRIS  
MY COMMISSION # DD 193114  
EXPIRES: March 12, 2007  
Bonded Thru Budget Notary Services

Personally Known \_\_\_\_\_ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced FL Dr. Lic Exp 2/05

STATE OF FLORIDA  
COUNTY OF SRASOTA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared ROBERT A. KIMBROUGH, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 17<sup>th</sup> day of January, 2005.



Janith P. Sheffield  
MY COMMISSION # DD183617 EXPIRES  
March 1, 2007  
BONDED THRU TROY FARM INSURANCE, INC.

Janith P. Sheffield  
Notary Public - State of Florida  
Name Printed: Janith P. Sheffield

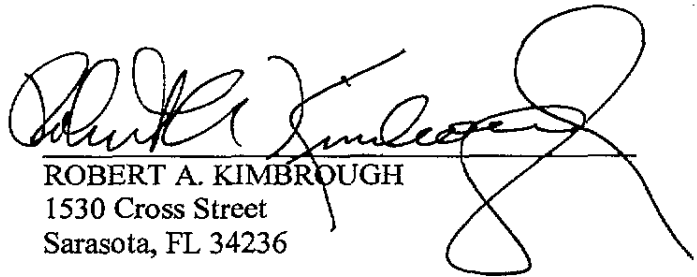
My Commission Expires:

Personally Known ☒ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

RESIDENT AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as resident agent to accept service of process for DUVALL PARENTS, GUARDIANS AND FRIENDS ASSOCIATION, INC., a Florida corporation not for profit, at the place designated in ARTICLE X of the Articles of Incorporation, I agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of F.S. 617.0501.

Dated February 4, 2005.



ROBERT A. KIMBROUGH  
1530 Cross Street  
Sarasota, FL 34236

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