

N05000002355

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

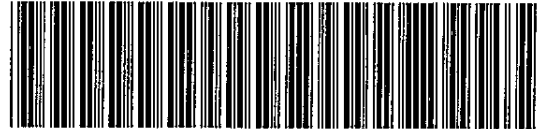
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Batch Work
11-15-02

Office Use Only



700041407147

11/16/04--01051--022 **87.50

FILED
AND
11/16/04 AM 8:44
CLERK OF COURT
STATE OF TEXAS
COUNTY OF DALLAS

CB 3-9

11/16/04 11:47/16

TRANSMITTAL LETTER

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

SUBJECT: _____

Lee Caring Community Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____

André C. Sonnenille
Name (Printed or typed)

PO Box 2908
Address

St. Petersburg, Florida 33731
City, State & Zip

(727) 641-8986 cell (727) 823-2288(b)
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 3, 2005

ANDRIE C. SUNNEVILLE
P.O. BOX 2908
ST PETERSBURG, FL 33731

SUBJECT: ACS INC.
Ref. Number: W04000042476

Call before processing

We have received your document for ACS INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 504A00065750

APPROVED
AND
FILED
05 MAR -8 AM 8:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation

ARTICLE I: NAME

The name of the not for profit corporation shall be: (Tampa Bay All Caring-Community Services, Inc.)

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business:

TBACCS, Inc.
1310 22nd Avenue South
St. Petersburg, Florida 33705

Mailing Address:

PO Box 2908
St. Petersburg, Florida 33731

ARTICLE III: PURPOSE

1. The purpose for which the incorporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply for whole or any part of the income there from and the principal thereof exclusively charitable, scientific, literary, cultural, religious, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now work or as they may hereafter be amended. Furthermore, All Caring-Community Services, Inc. will assist communities in addressing their core service area needs, i.e.: Parenting support and skills training; fatherhood initiatives, development and training; family literacy; promoting healthy and safe lifestyles for adolescences through continued activities, skills and development; economic development and empowerment activities; child development and activities; linkages to healthcare systems; outreach; usage of space for meetings and activities.
2. The specific purpose for which the corporation is organized, is to educate underserved disadvantage individuals and families in the Tampa Bay area.
3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and received by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.

7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensations may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they exist or as they may hereafter be amended.
11. Upon the dissolution of the corporation, the Board of Directors shall after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Pinellas County, Florida in which the principal office of the organization 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.
12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the laws of the state of Florida, and to exercise those powers in the accomplishment of its objects and purposes.
13. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV: MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be stated in the By-Laws.

ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent is:

Andree C. Sunnerville
1310 22nd Avenue South
St. Petersburg, Florida 33705

ARTICLE VI: INCORPORATOR

The name and address of the Incorporator is:

Andrée C. Sunnerville
1310 22nd Avenue South
St. Petersburg, Florida 33705

ARTICLE VII: AFFAIRS OF THE CORPORATION

The affairs of the corporation shall be managed by the President, Vice President, Secretary, and a Treasurer such Officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

PRESIDENT
Andrée Sunnerville

PO Box 2908
St. Petersburg, Florida 33731

VICE PRESIDENT
Lorie Lockely

PO Box 2908
St. Petersburg, Florida 33731

TREASURER
Michael Lockley

PO Box 2908
St. Petersburg, Florida 33731

2nd VICE PRESIDENT
Beverly Sunnerville

PO Box 2908
St. Petersburg, Florida 33731

SECRETARY
Esther Scott

PO Box 2908
St. Petersburg, Florida 33731

ARTICLE VIII: BOARD OF DIRECTORS

The manner of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of five (5) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Andrée Sunnerville	PO Box 2908 St. Petersburg, Florida 33731
Lorie Lockley	PO Box 2908 St. Petersburg, Florida 33731
Harvey Lockley	PO Box 2908 St. Petersburg, Florida 33731
Beverly Sunnerville	PO Box 2908 St. Petersburg, Florida 33731
Esther Scott	PO Box 2908 St. Petersburg, Florida 33731

ARTICLE IX: AMENDMENTS

This Article of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board. It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X: BY-LAWS

The By-laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI: MEETINGS

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting the Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation this

Friday day of February 11th, 2005


INCORPORATOR

Andrée Summerville
07/07/04

TBACCS (TAMPA BAY ALL CARING-COMMUNITY SERVICES, INC.)
Mission Statement

Provide underserved disadvantage families and individuals with healthy lifestyle and empowerment services in order to successfully foster and develop valuable citizens for society in the Tampa Bay and surrounding areas.

BOARD OF DIRECTORS

1. The Corporation shall be managed by its Board of Directors and shall be at least 18 years of age. The initial Board of Directors shall consist of seven persons. Thereafter, the number of Directors constituting the entire Board shall not be less than three. Subject to the foregoing, the number of Board of Directors may be fixed from time to time by action of the Members or the Directors. The number of Directors may be increased or decreased by action of the Members of the Board of Directors, provided that any action by the Board of Directors to affect such increase or decrease shall require the vote of a majority of the entire Board of Directors. No decrease shall shorten the term of any Director in office.
2. The initial Board of Directors is listed in the Articles of Incorporation and they shall hold offices until the first Annual Meeting of Members and until their successors have been duly elected and qualify. Thereafter, Directors shall be elected to hold office until the expiration of the term for which he or she was elected, and until his or her successor has been duly elected and qualified, or until his or her death, resignation, or removal. Terms shall be staggered as determined by the Board of Directors and these by laws.
3. (a) Any Director may be removed with cause by the vote or agreement in writing by a majority of all votes of members of the Corporation. The notice of a meeting of the members to recall a member or members of the Board of Directors shall state specific Directors to be removed. A proposed removal of a Director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each Director to be removed. If removal is effected at a meeting, the members at the same meeting shall fill any vacancies created thereby. Any Director who is removed from the Board shall not be eligible to stand for reelection until the next annual meeting of the members and shall turn over to the Board within 72 hours any and all records of relinquish his or her office or turn over records as required under this section. The circuit court in the county where the corporation's principal office is located may summarily order the Director to relinquish his or her office and turn over corporate records upon application of any member.

The Board of Directors may remove any Director thereof for cause only, at any Special meeting of the Board called for that purpose.

- (b) A Director may resign from office at any time by delivering a written Resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation to the Board of Directors. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Corporation.

Acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make it effective.

4. Newly created Directorships or vacancies in the Board of Directors may be filled by a vote of majority of the Board of Directors then in office, although less than a quorum, unless otherwise provided in the Articles of Incorporation. Vacancies occurring by reason of the removal of Directors without cause shall be filled by a vote of the members. A Director elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the remaining term of his or her predecessor. The Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.
5. (a) Meetings of the Board may be held at any place within or without the State of Florida. An annual meeting of the Board of Directors shall be held at such time and place as shall be fixed by the Board of Directors from time to time or by the person or persons calling the meeting.
- (b) No notice shall be required for regular meetings of the Board of Directors regarding time, place and purpose. Special meetings may be called by or at the direction of the Chairman of the Board, the President, or by a majority of the Directors in office.
- (c) Notice of time and place of each special meeting of the Board of Directors shall mailed to each Director, postage prepaid, addressed to him or her at the place of residence or usual place of business, or at such other address as he or she may have designated in a written request filed with the Secretary at least three days before the day on which the meeting is to be held, provided, however that if such notice is for a special meeting requiring prompt action, such notice may be sent to him or her by facsimile, telephone, or electronic transmission not less than 24 hours before time at which such meeting may be waived by any Director who puts it in writing before or after the meeting or who attends the meeting without protesting the lack of notice to him or her.
6. (a) A majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business, except as otherwise stated by law. Whenever a vacancy on the Board of Directors shall prevent a quorum from being present, then, in such event, the quorum shall consist of a majority of the members of the Board of Directors excluding the vacancy. A

majority of the Directors present, whether or not a quorum is present, may adjourn a meeting to another time and place. The vote of a majority of the Directors present at the time of the vote, if a quorum is present at such time shall be the act of the Board, except as otherwise stated by law or these bylaws.

(b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board of the committee consent in writing to the adoption of resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board or a committee thereof may participate in a meeting of the Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(d) A Director of a corporation who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless:

- The Director objects at the beginning of the meeting or upon arrival, or
- The Director votes against or abstains from the action taken.

7. The Chairperson of the Board, if any, shall preside at all meetings of the Board of Directors. In the absence of the Chairperson the President shall preside or Vice Chair.
8. The Board of Directors may designate from their number, an Executive Committee and other standing committees. Such committees shall have such authority as the Board of Directors may delegate, except to the extent prohibited by law. No committee shall have the authority to: approve or recommend to members actions or proposals required by this act to be approved by members; fill vacancies on the Board or any committee thereof; nor adopt, amend, or repeal the bylaws. In addition, the Board of Directors may establish special committees for any lawful purpose, which may have such powers as the Board of Directors may lawfully delegate. Each committee must have two or more members who serve at the pleasure of the Board.
9. A Director is not liable for any action taken as a Director, or any failure to take action, if he or she performed the duties of his or her office in compliance with this section.

Officers

1. The Board of Directors may elect or appoint a Chairperson for the Board of Directors, a Vice Chair for the Board, a President, one or more Vice Presidents, a Secretary, a Treasurer, no more than one Assistant Secretary or Treasurer, or such officers as the Board of Directors may from time to time appoint. One person may hold more than one office in the Corporation except that no one officer may hold the offices of the President and Secretary or Treasurer.
2. Each officer shall hold office until the Annual Meeting of the Board of Directors and until his or her successor has been duly elected and qualified.
3. Any officer may be removed with or without cause by a vote of the majority of the Board of Directors.
4. The Chairperson shall preside at all meetings of the Members and the Board of Directors.
5. (a) The President shall be the Chief Executive Officer of the Corporation, shall have general supervision of the affairs of the Corporation, and shall keep the Board of Directors fully informed about activities of the Corporation. He or she shall have the power to sign alone, unless the Board of Directors shall specifically require an additional signature, in the name of the Corporation, all contracts authorized whether generally or specifically by the Board. He or she shall perform such other duties as shall from time to time be assigned to them by the Board of Directors.

(b) In the absence or disability of the President, the Vice-President or, if there or more than one, the Executive Vice-President shall perform all the duties of the President. The Vice-President shall perform such duties as may be prescribed by the Board of Directors from time to time.

(c) The Secretary shall attend the meetings of the members and the Board of Directors, and of the executive committee, and shall preserve in the books of the Corporation true minutes of the proceedings of all meetings. He or she shall take the attendance record at meetings and he or she shall safely keep in his or her custody the seal of the Corporation and shall have authority to affix it to all instruments where its use is required. He or she shall give all notices required by statute, by these bylaws, or resolution and carry on all necessary correspondence for the Corporation. He or she shall perform any other duties as may be delegated by the Board of Directors or by the Executive Committee.

(d) The Treasurer shall be custodian of all funds and securities of the corporation and collect interest thereon and keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors. He or she shall make a report at the annual meeting and special reports when requested. Also, he or she shall deposit all monies of the corporation in the name of the corporation, in a bank, or banks elected and designated by the Board of Directors subject to withdrawal or authorized purposes, upon the signature of one of the herein designated officers. The Treasurer shall give bond in such amount as the Board of Directors may require the corporation to pay the premium for such bond and when duly authorized by the Board of Directors, sign and execute all contracts in the name of the Corporation when counter-signed by the President; sign checks, drafts, notes and orders for the payment of money. The Treasurer shall prepare and file reports and returns required by all governmental agencies.

(e) The Assistant Secretary, in the absence or disability of the Secretary, shall perform the duties and exercise the powers of the Secretary. The Assistant Treasurer, in the absence or disability of the Treasurer shall perform the duties and exercise the powers of the Treasurer.

6. Any officer elected by the Board may be removed by the Board with or without cause; however, any officer elected by the Members or a class of Members, may be removed with or without cause, only by the vote of the Members or of the class of Members. The removal of any officer, with or without cause, shall be without prejudice to his or her contract rights if any.

AMENDMENTS

1. A corporation may amend its articles of incorporation or bylaws at any time as provided in this act.
2. A member of the corporation does not have a vested property right resulting from any provision in the articles of incorporation, including provisions relating to management, control, purpose, or duration of the corporation.
3. Amendments to the articles of incorporation must be amended pursuant to Florida Stat. 617.1002, which provides:

(a) If there are members entitled to vote on a proposed amendment to the articles of incorporation, the Board must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members entitled to vote on the proposed amendment, which may be either an annual or a special meeting.

Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each member entitled to vote at such meeting in accordance with the articles or the bylaws. The proposed amendment shall be adopted upon receiving at least a majority, or as specified in the bylaws or articles, of the votes which members present at such meeting are entitled.

(b) Members entitled to vote on proposed amendments to the articles may amend the articles of incorporation, without action of the Directors, at a meeting for which notice of the change to be made is given.

(c) Any member of amendments may be submitted and voted upon at any one meeting.

4. The articles of amendment must set forth:

- (a) The name of the corporation
- (b) The text of each amendment adopted:
- (c) The date of the adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval; and
- (d) If members are not entitled to vote on a proposed amendment, a statement of such fact and the date of the adoption of the amendment by the Board. Stat. 671.01.1201.

The amendment must be in English and legible and must comply with the Fla. Simple majority voting members is a quorum of 2/3 of voting members present. No proxy voting shall be permitted. The terms shall be staggered and elections shall be held annually.

RECEIVED
AND
FILED

05 MAR -8 AM 8:45

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: TAMPA BAY ALL CARING - COMMUNITY SERVICES, INC.
2. The name and address of the registered agent and office is:

Andree C. Sunnerville
1310 22nd Avenue South
St. Petersburg, Florida 33705

SIGNATURE: Geria Sunnerville
TITLE: Registered Agent
DATE: 2/12/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE: Geria Sunnerville
DATE: February 12th, 2005