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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/28/05
BHK

JACOB I. REIBER - ATTORNEY AT LAW

TAMPA - WESLEY CHAPEL

TELEPHONE (813) 973-0883

FACSIMILE (813) 973-0284

PHYSICAL ADDRESS:

**26650 WESLEY CHAPEL BOULEVARD
LUTZ, FLORIDA 33559**

MAILING ADDRESS:

**POST OFFICE BOX 7055
WESLEY CHAPEL, FLORIDA 33544-0100**

March 16, 2005

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation

Dear Sir or Madam:

Enclosed please find for filing the original and one (1) copy of the Articles of Incorporation for Pasco County Elder Care, Inc. Also, enclosed this firm's check in the amount of \$78.75 to cover filing fees.

Thank you for your kind attention to this matter.

Sincerely,


Jacob I. Reiber, Esquire

JIR/tw

enclosures

cc: Karen Patterson (with enclosures)
corporation\division of corp.ltr

**ARTICLES OF INCORPORATION
OF
PASCO COUNTY ELDER CARE, INC.**

FILED

05 MAR 21 PM 2:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, a natural person competent to contract, hereby associates herself to form a corporation, not for profit for the purpose of conducting her business and promoting the purposes hereinafter stated under the provisions Chapter 617 of the Florida Statutes and for these purposes to adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be PASCO COUNTY ELDER CARE, INC., ("CORPORATION").

ARTICLE II

PURPOSE

This not-for-profit corporation is organized for the following purposes:

- A. To serve as legal guardian of the person or property, or both, of indigent persons adjudicated incapacitated.
- B. To provide for the health and welfare of its wards.
- C. To assist persons to become guardians of incapacitated persons.
- D. To offer information and referrals about protective services to the elderly of Pasco County, Florida.
- E. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended

(hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

F. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any of all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

G. Notwithstanding anything herein to the contrary, the Corporation may exercise and any all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III

CORPORATE OFFICE

Both the principal office of the Corporation and its mailing address is 38040 Meridian Avenue, Dade City, Florida 33525. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

ARTICLE IV

POWERS AND LIMITATIONS

A. Powers. The Corporation shall have the power:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue

bonds, notes and debentures and to secure the payment or performance of its obligations.

(2) To act as trustee of property whenever the Corporation has either a beneficial, contingent or remainder interests in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(3) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trust, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(4) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politics, or with any colony, dependency, or agency of any of the foregoing.

(5) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(6) To perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation for the protection and benefit of the Corporation.

B. Limitation of Powers. Notwithstanding any of the powers of this Corporation through its Articles of Incorporation, Bylaws or the laws of the State of Florida, the following limitations of powers shall apply.

(1) This Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(2) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation, or any other private individual in

such fashion as to constitute an application of funds not within the purposes of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of the income or principal.

(3) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusive for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

(4) Notwithstanding any other provisions of these articles of these articles, the Corporation shall 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 Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law).

ARTICLE V

QUALIFICATION OF MEMBERS

The members of this Corporation shall consist only of the Board of Directors.

ARTICLE VI

TERM OF EXISTENCE

The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII

INCORPORATORS

The name and address of the Incorporator of the Corporation is:

Karen O. Patterson, 38040 Meridian Avenue, Dade City, Florida 33525, Dade City, Florida 33525.

ARTICLE VIII

OFFICERS

The affairs of this Corporation shall be managed by a President, a Secretary, a Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person. The officers shall be elected annually by the Board of Directors at such time and in such manner as shall be provided by the Bylaws.

ARTICLE IX

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors to be not less than three members; but it may be comprised of any number in excess thereof as fixed from time to time pursuant to the method set forth in the Bylaws of the Corporation. The Directors shall be elected and shall office in accordance with the provisions in the Bylaws of the Corporation.

ARTICLE X

REGISTERED AGENT

The *initial* registered office of the Corporation is 26650 Wesley Chapel Blvd., Lutz, Florida 33559 and the initial registered agent of the Corporation at the address is Jacob I. Reiber, Esquire.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner: A proposal to amend may be made to the Board of Directors by any member of the Board and shall be adopted upon approval of said amendment by a two-thirds vote by the Board of Directors at any regular meeting or special meeting called for that purpose.

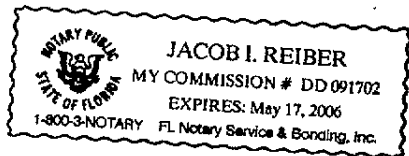
ARTICLES XII

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

2005.
Karen O. Patterson
KAREN O. PATTERSON

The foregoing instrument was acknowledged before me this 14th day of March, 2005, Karen O. Patterson, ☒ who is/are personally known to me or ☐ who has/have produced _____ as identification.



Print Name: Jacob T. Leber

My Commission Expires _____

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

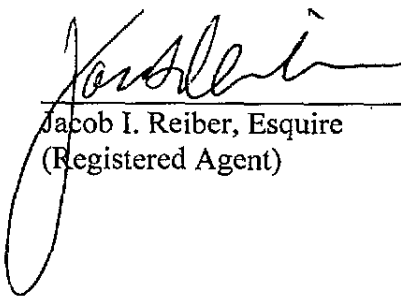
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

PASCO COUNTY ELDER CARE, INC., desiring to organize under the laws of the State of Florida, hereby designates Jacob I. Reiber, Esquire, its registered agent and 26650 Wesley Chapel Blvd., Lutz, Florida 33559, as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation as its registered office.



Jacob I. Reiber, Esquire
(Registered Agent)