

N05000007235

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

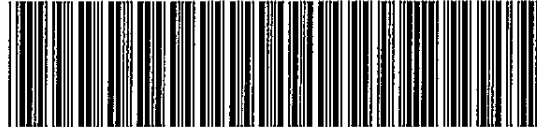
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800055559688

07/14/05--01043--012 \*\*78.75

RECEIVED FILED  
05 JUL 14 AM 11:26  
JUL 14 PM 3:31  
STATE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Hanley Hall of the Treasure  
Coast, Inc.*

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

**FILED**

**05 JUL 14 PM 3:31**

**ARTICLES OF INCORPORATION  
OF**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**HANLEY HALL OF THE TREASURE COAST, INC.**

**ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation is **HANLEY HALL OF THE TREASURE COAST, INC.**

The principal office of this corporation is 3395 11th Court, Vero Beach, Florida 32960.

The mailing address of this corporation is 3395 11th Court, Vero Beach, Florida 32960.

**ARTICLE II  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law as set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity and education as well as any other related or corresponding charitable purposes by using its funds for the purpose of the treatment of alcohol, chemical and other substance abuses suffered by individuals; to provide care and rehabilitative services to such individuals; and

B. The organization shall also operate itself in such a manner so as to allow it to give support to other qualified Internal Revenue Code Section 501(c)(3) organizations which provide for

chemical addiction treatment of individuals through education and medically. One of the purposes of this organization may be to raise funds to assist organizations in existence in Indian River County, Florida as well as any organization which so qualifies that may be created in the future; and

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended.

#### **ARTICLE V AUTHORIZED MEMBERSHIP CERTIFICATES**

A. This corporation shall be authorized to issue membership certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. The membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the By-Laws and that a copy of such By-Laws shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each certificate shall entitle the holder thereof to one vote.

#### **ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS**

A. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the corporation shall be three (3), provided, however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term

of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at its principal place of business or at any other location selected by the Board of Directors between March 15 and April 15 of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the members 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 unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

| <u>NAME</u>      | <u>ADDRESS</u>                                      |
|------------------|---|
| George F. Hamner | 650 Highway A1A<br>Vero Beach, Florida 32963        |
| John W. Hanley   | 2105 Buena Vista Blvd.<br>Vero Beach, Florida 32960 |
| A. J. Brackins   | P.O. Box 7330<br>Vero Beach, Florida 32964          |

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

**NAME**

**ADDRESS**

George F. Hamner

650 Highway A1A  
Vero Beach, Florida 32963

John W. Hanley

2105 Buena Vista Blvd.  
Vero Beach, Florida 32960

A. J. Brackins

P.O. Box 7330  
Vero Beach, Florida 32964

**ARTICLE VII  
EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 set forth in Article IV hereof.

B. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision 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 provision 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 States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE VIII  
DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX  
MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

**ARTICLE X  
INCORPORATORS**

The names and residence addresses of the sole Subscriber of this corporation is George F. Hamner, whose address is 650 Highway A1A, Vero Beach, Florida 32963.

**ARTICLE XI  
AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of

Directors, or by following the procedure set forth therefor in the By-Laws.

## **ARTICLE XII DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## **ARTICLE XIII REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 819 Beachland Boulevard, Vero Beach, Florida 32963 and the name of its registered agent at said address shall be Charles E. Garris.

## **ARTICLE XIV AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

## **ARTICLE XV DISSOLUTION**

In the event this corporation elects to dissolve as permitted by the Florida Statutes all assets remaining in the corporation after payment of its outstanding obligations shall be distributed to such one or more organizations as are qualified to receive assets as the corporation or entity which is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law and to which a contribution would be deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.



I, **THE UNDERSIGNED**, being the sole Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 27th day of June, 2005.

WITNESSED BY:

INCORPORATOR

J. Edwin Caton  
[Signature]

George F. Hamner  
George F. Hamner

**CONSENT OF REGISTERED AGENT**

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated this 27 day of June, 2005.

[Signature]  
CHARLES E. GARRIS, Registered Agent

FILED  
05 JUL 14 PM 3:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA