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FLORIDA NON-PROFIT CORPORATION

Hillsborough Emergency Long Term Recovery Program, I

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 24, 2005

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SUBJECT: HILLSBOROUGH EMERGENCY LONG TERM RECOVERY PROGRAM, INC.  
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**ARTICLES OF INCORPORATION  
OF  
HILLSBOROUGH EMERGENCY LONG TERM  
RECOVERY PROGRAM (HELP), INC.**

05 AUG 23 AM 10:29

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 Hillsborough Emergency Long Term Recovery Program (HELP), Inc.

**ARTICLE II.**

**Term of Existence**

Corporate existence will commence on August 22, 2005, in accordance with Section 617.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**ARTICLE III.**

**Purposes**

The purposes for which the Corporation is formed are to provide long term recovery services and serve as a voluntary organization active in disasters within Hillsborough County, Florida and the surrounding areas for the elderly, disabled, underprivileged and victims of discrimination and alienation, to build capabilities to identify, apply and manage grant funding, plan, fund and manage significant rebuilding and construction projects to repair disaster caused damage and for all other lawful purposes for a not-for-profit corporation.

**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 Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations (the "Code"). 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;

(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 of Incorporation 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 13524 Martin Luther King Blvd., Dover, Florida 33527.

**ARTICLE VIII.**  
**Directors**

The Corporation will have 7 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:

<b>NAME</b>	<b>ADDRESS</b>
Marion R. Sortore	The Florida Conference of the United Methodist Church 5033 Vivienda Way Sarasota, Florida 34235
Francis Bruno	Catholic Charities Diocese of St. Petersburg Inc. 1213 16 <sup>th</sup> Street North St. Petersburg, Florida 33705
Kathy Heuer	The Florida Conference of the 7 <sup>th</sup> Day Adventist Church 10502 Willowbrae Drive Tampa, Florida 33624

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

**ARTICLE V.**  
**Limitation on Activities**

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**ARTICLE VII.**  
**Principal Office**

The principal office of the Corporation is 13524 Martin Luther King Blvd., Dover, FL 33527 and the mailing address is PO Box \_\_, Tampa, FL 33602.

**ARTICLE VIII.**  
**Directors**

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Kathy Heuer	The Florida Conference of the 7 <sup>th</sup> Day Adventist Church 10502 Willowbrae Drive Tampa, Florida 33624

NAME	ADDRESS
Sharon Monteleone	United Way of Tampa Bay 100 N. Ashley Drive, Suite 800 Tampa, Florida 33602
Cherry Mitchell	Hillsborough County 307 N. Michigan Avenue, Suite 2 Plant City, Florida 33563
Derek R. Alden	American Red Cross 3310 West Main Street Tampa, Florida 33607
Richard Nussell	Lake Magdalene United Methodist Church 2902 W. Fletcher Avenue Tampa, Florida 33618

**ARTICLE IX.****Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is c/o DLA Piper Rudnick Gray Cary US LLP, 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602 and the name of its initial registered agent at such address is Andrew L. McIntosh.

**ARTICLE X.****Incorporator**

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

<u>Name</u>	<u>Address</u>
Kevin M. Iurato	c/o DLA Piper Rudnick Gray Cary US 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.

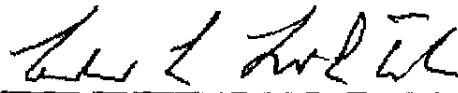
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on August 22, 2005.

  
\_\_\_\_\_  
Kevin M. Iurato, 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: August 22, 2005

  
\_\_\_\_\_  
Andrew L. McIntosh