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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**CHIRP EMPLOYEE ASSISTANCE FUND, INC.**

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DIVISION OF CORPORATION

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**ARTICLES OF INCORPORATION  
OF  
CHIRP EMPLOYEE ASSISTANCE FUND, INC.  
(A Florida Not for Profit Corporation)**

The undersigned, for the purpose of forming a not for profit corporation under the laws of Florida, hereby adopts the following Articles of Incorporation:

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

Section 1.1 **Name** The name of the Corporation is CHIRP Employee Assistance Fund, Inc. (the "Corporation").

Section 1.2 **Address of Principal Office** The address of the principal office of the Corporation is 800 Concourse Parkway South, Suite 200, Maitland, Florida 32751.

Section 1.3 **Mailing Address** The mailing address of the Corporation is 800 Concourse Parkway South, Suite 200, Maitland, Florida 32751.

**ARTICLE II  
PURPOSES**

Section 2.1 **Purposes** The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 3.1 **Election** Directors shall be elected in the manner set forth in the Bylaws of the Corporation.

Section 3.2 **Number** The Corporation shall have five (5) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the Corporation; however, the Corporation shall at all times have at least three (3) Directors.

Section 3.3 **Names and Addresses of First Members of the Board of Directors** The names and addresses of the persons who are to serve as the initial Directors of the Corporation until the election or appointment of their successors are as follows:

**Jo Anne Annichiarico  
800 Concourse Parkway South, Suite 200  
Maitland, Florida 32751**

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**Astrid Lopez**  
800 Concourse Parkway South, Suite 200  
Maitland, Florida 32751

**Nancy Plyler**  
800 Concourse Parkway South, Suite 200  
Maitland, Florida 32751

**Karen Riggle**  
800 Concourse Parkway South, Suite 200  
Maitland, Florida 32751

**Natasha Samaroo**  
800 Concourse Parkway South, Suite 200  
Maitland, Florida 32751

#### **ARTICLE IV MEMBERS**

Section 4.1 **Members.** The Corporation shall have no members.

#### **ARTICLE V LIMITATIONS**

Section 5.1 **Limitations on Actions.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set forth in Section 2.1 of these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any 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(c)(2) of the Code.

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## ARTICLE VI INDEMNIFICATION

Section 6.1 **Indemnification**. Each person who is or was a Director, trustee, officer or employee of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys' fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person's capacity as a Director, trustee, officer, or employee; provided, however, that no such person shall be indemnified against any such liability, cost or expense, incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that personal benefit was improperly received by such person, or if such indemnification would be prohibited by law. Such right of indemnification shall be a contract right and shall include the right to be paid by the Corporation the reasonable expenses incurred in defending any threatened or pending action, suit or proceeding in advance of its final disposition; provided, however, that such advance payment of expenses shall be made only after delivery to the Corporation of an undertaking by or on behalf of such person to repay all amounts so advanced if it shall be determined that such person is not entitled to such indemnification. Any repeal or modification of this Article VI shall not affect any rights or obligations then existing. If any indemnification payment required by this Article VI is not paid by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the Director, trustee, officer or employee may at any time thereafter bring suit against the Corporation to recover the unpaid amount and, if successful in whole or in part, such person shall also be entitled to be paid the expense of prosecuting such claim. The Corporation may maintain insurance, at its own expense, to protect itself and any such person against any such liability, cost or expense, whether or not the Corporation would have the power to indemnify such person against such liability, cost or expense, under the Florida Not For Profit Corporation Act, or under this Article VI, but it shall not be obligated to do so. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights which those seeking indemnification may have or hereafter acquire under any Bylaw, agreement, statute, vote of the Board of Directors or otherwise. If this Article VI or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation nevertheless shall indemnify each such person, to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated or that remains enforceable under any other applicable law.

## ARTICLE VII LIMITATION OF DIRECTOR LIABILITY

Section 7.1 **Limitation of Director Liability**. No Director shall be personally liable to the Corporation for monetary damages for breach of his or her duties as a Director except for liability:

- a) For any transaction in which the Director's personal financial interest is in conflict with the financial interests of the Corporation;

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- b) For acts or omissions not in good faith or which involve intentional misconduct or are know to the Director to be a violation of law; or
- c) For any transaction from which the Director derives an improper personal benefit.

If the Florida Not For Profit Corporation Act is amended after approval of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Directors, then the liability of a Director of the Corporation shall be deemed to be eliminated or limited by this provision to the fullest extent then permitted by the Florida Not For Profit Corporation Act, as so amended. Any repeal or modification of this Article VII shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE VIII DISSOLUTION**

Section 8.1 Dissolution. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE IX INITIAL REGISTERED OFFICE AND AGENT**

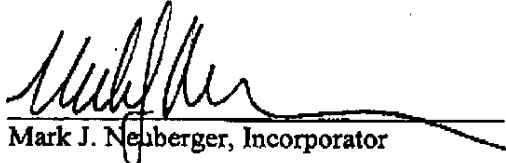
Section 9.1 Name and Address. The street address of the initial registered office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the name of the initial registered agent of the Corporation at that address is F&L Corp.

#### **ARTICLE X INCORPORATOR**

Section 10.1 Name and Address. The name and street address of the incorporator of the Corporation are as follows:

**Mark J. Neuberger, Esq.  
100 SE Second Street, Suite 1600  
Miami, Florida 33131**

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation for the purposes therein set forth, all as of the 28<sup>th</sup> day of May, 2008.

  
Mark J. Neuberger, Incorporator

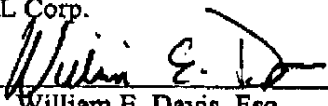
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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

F&L Corp.

  
By: William E. Davis, Esq.

Date: 5/24/08

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