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FROM: Akerman, Senterfitt, P.A.

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FLORIDA PROFIT/NON PROFIT CORPORATION

STILLPOINT VOCATIONAL REHABILITATION INC.

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**ARTICLES OF INCORPORATION  
OF  
STILLPOINT VOCATIONAL REHABILITATION INC.  
a Florida not for profit corporation**

**ARTICLE 1  
NAME**

The name of the corporation is: STILLPOINT VOCATIONAL REHABILITATION INC.  
(the "Corporation").

**ARTICLE 2  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street address of the Corporation is 4203 Belfort Road, Suite 215, Roger Main Building, Jacksonville, Florida 32216, and the mailing address is P. O. Box 51273, Jacksonville Beach, Florida 32240-1273.

**ARTICLE 3  
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 4  
PURPOSES, LIMITATIONS AND DISSOLUTIONS**

**Section 4.1 Purposes.** The Corporation is organized and shall be operated for strictly educational, scientific, and charitable purposes, including:

- (a) To provide vocational evaluation services to the consumers of the State of Florida;
- (b) To do any and all acts and things, and exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.
- (c) To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- (d) All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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- (e) The purposes for which the Corporation is organized shall be confined to those which are strictly educational and charitable.

**Section 4.2 Limitations.** 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 Section 3.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying 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. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 4.3 Dissolution.** Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to one or more organization(s) organized for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida, as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

## **ARTICLE 5**

### **POWERS**

Subject to the restrictions and limitations set forth in Article 4, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other

government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purposes or purposes.

## **ARTICLE 6**

### **MEMBERSHIP**

**Section 6.1 Nonstock Basis.** The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

**Section 6.2 Members.** The members of the Corporation shall be those persons who shall from time to time constitute the Board of Directors of the Corporation.

**Section 6.3 No Voting Rights** Members of the Corporation, as such, shall have no voting rights.

## **ARTICLE 7**

### **BOARD OF DIRECTORS**

**Section 7.1 Board of Directors.** All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board, or the "Board of Directors", or "Director", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

**Section 7.2 Number and Election.** The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be expanded or reduced from time to time as provided in the bylaws, but shall never be less than three (3). The Directors, including any ex officio Directors who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

**Section 7.3 Directors.** The name and address of each person who is to serve as a Director until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
Dr. Ted D. Mitchell, Sr.	4427 Royal Tern Court Jacksonville Beach, FL 32250
Dr. David Heaston	536 Crystal Drive Madeira Beach, FL 33708
Elisa Mitchell	4427 Royal Tern Court Jacksonville Beach, FL 32250

**ARTICLE 8**  
**INDEMNIFICATION**

Subject to the bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE 9**  
**BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the members of the Board of Directors of the Corporation.

**ARTICLE 10**  
**AMENDMENTS**

These Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the members of the Board of Directors of the Corporation.

**ARTICLE 11**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Corporation is 4427 Royal Tern Court, Jacksonville Beach, Duval County, Florida 32250, and the name of its initial registered agent at such address is TED D. MITCHELL.

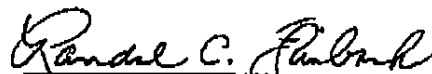
**ARTICLE 12**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is:

RANDAL C. FAIRBANKS

50 N. Laura Street, Suite 2500  
Jacksonville, Florida 32202

The Undersigned, being the incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 14<sup>TH</sup> day of August, 2008.



RANDAL C. FAIRBANKS, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of August, 2008, by RANDAL C. FAIRBANKS, who [ x ] is personally known to me, or who [ ] has produced \_\_\_\_\_, as identification.



Jane C. Odjakjian  
Notary Public, State of Florida at Large  
Print Name: JANE C. ODIKJIAN  
Commission No. DD 594101  
Commission Expires: 9/18/10

**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That STILLPOINT VOCATIONAL REHABILITATION INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 4427 Royal Tern Court, Jacksonville Beach, Florida 32250, has named TED D. MITCHELL as its registered agent to accept service of process within this state.

8/11/08  
Date

Randal C. Fairbanks  
RANDAL C. FAIRBANKS, Incorporator

**ACCEPTANCE**

Having been named to accept service of process from the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

8/11/08  
Date

TED D. MITCHELL  
TED D. MITCHELL, Registered Agent

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TALLAHASSEE, FLORIDA

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