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FLORIDA PROFIT/NON PROFIT CORPORATION

Lake Cares, Inc.

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DIVISION OF CORPORATIONS

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**Articles of Incorporation  
of  
Lake Cares, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

**Article I  
Name**

The name of the corporation is Lake Cares, Inc.

**Article II  
Duration**

The corporation shall have a perpetual duration.

**Article III  
Purpose**

The corporation is a not-for-profit corporation. This corporation shall have all powers granted by law to not-for-profit corporations subject to the following limitations and restrictions:

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 herein. 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 any candidate for public office. 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).

b. No director, officer, or private individual, shall be entitled to share in the distribution of any corporate assets upon dissolution of the corporation. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, deliver all residual assets of the corporation to one or more organizations which themselves qualify as exempt organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or to a Federal, State or local government for exclusive public purpose, as the Board of Directors shall determine.

c. The corporation shall not engage in any prohibited activity as defined in Florida Statute Section 617.0835, or as subsequently amended.

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#### **Article IV Membership**

1. **Directors as Membership.** The sole class of members of the corporation shall be its directors.

2. **Rights and Liabilities of Members.** The members of the corporation shall have no right, title or interest in its income, property or assets, nor shall any portion of its income, property or assets be distributed to any member on the dissolution or winding up of the corporation. Members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

#### **Article V Principal Office**

The street and mailing address of the principal office of the corporation is 2001 West Old Highway 441, Suite #1, Mount Dora, Florida 32757.

#### **Article VI Registered Agent and Officer**

The street address of the initial registered office of the corporation is 2001 West Old Highway 441, Suite #1, Mount Dora, Florida 32757. The name of its initial registered agent at that address is Debra Paradis.

#### **Article VII Board of Directors**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named by the incorporator to serve on the initial board of directors shall hold office until such time as hereafter set forth. The incorporator shall designate three directors for an initial term of one year, three directors for an initial term of two years, and four directors for an initial term of three years. At the expiration of the initial terms of office of each respective director of the Board of Directors, a successor shall be elected to serve for a term of three years. The directors comprising the Board of Directors shall hold office until their respective successor has been elected by the then remaining directors comprising the Board of Directors from time to time. Any members of the Board of Directors elected to fill a vacancy shall hold office until the next annual meeting of the Board of Directors.

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 all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any 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 that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaw of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

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**Article VIII  
Incorporator**

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

**Name****Address**

Debra Paradis

2001 West Old Highway 441, Suite #1  
Mount Dora, Florida 32757**Article IX  
Officers**

The board of directors shall elect the following officers: President, Vice President, Treasurer, Secretary, and any other officers the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Vacancies shall be filled by the Board of Directors at any regular or specially called meeting.

**Article X**

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by such procedure set forth in the bylaws.

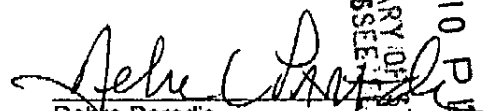
**Article XI  
Amendments**

Amendments to these articles of incorporation may be may be adopted, either by a resolution of the board of directors or by such procedure set forth in the bylaws.

In Witness Whereof, the undersigned being the incorporator of the corporation has executed these Articles of Incorporation this 10<sup>th</sup> day of February, 2009.

  
Debra Paradis**Acceptance By Registered Agent**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Debra Paradis  
Registered Agent

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