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Effective Date

06-01-10

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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McKnight JUN 04 2010

# CAPITAL CONNECTION, INC.

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

Protective Mental Health  
Solutions, Inc.

Signature \_\_\_\_\_

Requested by: U.W.

Name \_\_\_\_\_

Date 6/03

Time a.m.

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 \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
PROTECTIVE MENTAL HEALTH SOLUTIONS, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

Effective Date

**ARTICLE I.  
NAME**

06-01-10

The name of the corporation is **PROTECTIVE MENTAL HEALTH SOLUTIONS, INC.**

**ARTICLE II.  
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on June 1, 2010.

**ARTICLE III.  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is 315 West Peachtree Street, Lakeland, Florida 33815.

**ARTICLE IV.  
PURPOSES**

The corporation is organized and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of the corporation shall be to provide benefits and services, including safe, affordable, and clean housing, nutritious and wholesome food, appropriate medical care and treatment, and properly prescribed medications, to mentally challenged adults who would otherwise be homeless or without shelter including those persons considered to be hopeless cases who have been evicted from other facilities or institutions; to assist mentally challenged adults by improving their living conditions and their quality of life by furnishing and providing education in matters pertaining to daily living requirements, personal hygiene and grooming, nutritious diets, and smoking cessation and other therapeutic classes to increase their health and living conditions; to assist mentally challenged adults in obtaining clothing in cooperation with other

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local charities; to introduce such persons to beneficial, healthy, legitimate, recreational experiences (e.g. visits to parks and preserves); to teach bicycle safety and riding skills for those persons who are healthy and physically capable of riding bicycles and to assist them in obtaining and maintaining second-hand bicycles in good operating condition; to accept appropriate referrals from the Polk County Florida Jail of non-violent inmates who are mentally challenged adults and who could be paroled or released, but who have below subsistence level means of support and, therefore, no place to receive them upon release from the Jail; to apply for grants from governmental agencies, public charities, religious institutions, and private foundations for funding to permit the corporation to develop and provide suitable housing and shelter to carry out the purposes of the corporation; and to qualify with governmental agencies, public charities, private foundations, and private businesses which customarily and routinely dispose of used furniture, fixtures, and equipment which is no longer needed or required by such entities in order to receive such for the purposes of the corporation. Appropriate classes, meetings, seminars, training courses, and other activities designed to achieve the purposes of the corporation shall be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

#### **ARTICLE V. MEMBERS**

The corporation shall have no members whatsoever.

#### **ARTICLE VI. BOARD OF DIRECTORS**

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at anytime in accordance with the Bylaws of the corporation, but the corporation shall never have less than three (3) directors nor more than nine (9) directors. The board of directors shall not set any compensation for itself, or for any member thereof, other than a nominal amount which shall not exceed Two Thousand Five Hundred (\$2,500) Dollars per member of the board of directors per year. Additionally, a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

## **ARTICLE VII. OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) or more offices may be held by the same person. All officers shall be members of the board of directors of the corporation. All officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

## **ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES**

The corporation shall be bound by the following:

A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code;

C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively;

D. No substantial part of activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and

E. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE IX.  
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.  
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.  
AMENDMENTS TO  
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XII.  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XIII.  
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on the second day of June, 2010.

  
\_\_\_\_\_  
John F. Wendel, Incorporator

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, John F. Wendel, having been named to serve as registered agent for **PROTECTIVE MENTAL HEALTH SOLUTIONS, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this second day of June, 2010.

  
\_\_\_\_\_  
John F. Wendel, Registered Agent

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