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Fountain, Shultz & Assoc.

(Requestor's Name)

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January 10, 2011

FOUNTIAN, SHULTZ & ASSOC.
2045 FOUNTIAN PROFESSIONAL CT STE A
NAVARREE, FL 32566

SUBJECT: SOUTH SANTA ROSA RESOURCE CENTER, INC.
Ref. Number: W11000001541

We have received your document for SOUTH SANTA ROSA RESOURCE CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 511A00000819

ARTICLES OF INCORPORATION OF

SOUTH SANTA ROSA RESOURCE CENTER, INC.

The undersigned Ronald N. Wallis acting as incorporator of a corporation under the Chapter 617 Florida Statutes adopts the following articles of incorporation:

Article I: Name

The name of the corporation is South Santa Rosa Resource Center, Inc.

Article II: Purpose

This corporation is organized exclusively for CHARITABLE PURPOSES, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

The general charitable purposes and objectives for which the nonprofit Corporation is organized are:

- (a) To provide in-depth resource and referral services to people that are homeless, facing homelessness, and people in need.
- (b) Working with others, identifying gaps in the Housing and Urban Development Continuum of Care process as authorized by the McKinney-Vento Act of 1987.
- (c) Utilize local, state, federal and private research and resources to establish innovative and effective action and programs which address gaps in services to the poor, homeless and needy.
- (d) Support and collaborate with local agencies and programs on grant applications, educating the public, local elected officials and policy-makers regarding homelessness and solutions to prevent and eliminate homelessness.
- (e) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof, or for the attainment of any one or more of the subjects set forth in these Articles of Incorporation, or any amendment thereof, or which may at any time appear conducive or incidental to or expedient or necessary for the protection or benefit of the nonprofit Corporation, and to do said act as fully and to the same extent as natural persons might or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association or corporation.

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- (f) The foregoing clauses shall be constructed both as objects and powers and, except to the extent a limit or restriction is specifically provided above, shall not be held to limit or restrict in any manner the general powers of the nonprofit Corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida; and it is the intention that the purposes, objects and powers specified in each of the paragraphs of this Article of these Articles of Incorporation shall be regarded as independent purposes, objects and powers. Nothing in this paragraph shall authorize this Corporation to carry on activities not permitted for an organization exempt from federal and state income tax under Section 501(c)(3) of the Internal Revenue Code.

Article III: Duration

The corporation shall have perpetual duration.

Article IV: Tax Exemption Requirements

- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V: Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI: Members

The corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws. The corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporate obligations.

Article VII: Statement of Members' Rights

The members of this corporation shall consist of the persons named as incorporators and such other persons as may become members in the manner provided by the bylaws.

Any member who shall fail to comply with the requirements of the bylaws or the rules and regulations made pursuant to the bylaws shall, if the Board of Directors by majority vote determine, forfeit his or her membership and all rights and interest in this corporation and its property.

The voting power and the property rights and interests of all members shall be equal. Each member shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation entitled to vote at any meeting of the members, may be represented and vote by proxy. A certificate of membership shall be issued to each member. No membership or certificate of membership shall be transferable, and no assignee or transferee of membership, whether by operation of law or otherwise, shall be entitled to membership in this corporation or to any property rights or interests in this corporation.

Article VIII: Classes of Members

The class of active memberships shall have exclusive proprietary rights to the property and assets of the corporation and the voting power of the corporation shall be vested exclusively in the holders of active memberships. Each active member shall be entitled to one vote.

The social memberships shall have no proprietary rights whatsoever in the property or assets of the corporation and shall not have any voting rights.

Article IX: Registered Office and Agent

The street address of the initial registered office of the corporation is: Fountain, Schultz & Associates, P.L., 2045 Fountain Professional Court, Suite A, Navarre, Florida 32566. The name of the original registered agent at such address is Kenneth R. Fountain.

The principal office and mailing address of the Corporation is located at 2111 Presidio Street, Navarre, FL 32566.

Article X: 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 five; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these articles as the first Board of Directors shall hold office until the first meeting of members to be held on January 4, 2011 at 1:30 PM at 2045 Fountain Professional Ct. Suite A, Navarre, Florida 32566, at which time an election of directors shall be held.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of 1-3 years until the first annual meeting of members following the election of directors and until the qualification of their successors in office.

Annual meetings shall be held in January, time and date to be designated at the principal office of the corporation or as such other places as the Board of Directors may designate from time to time by resolution.

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 majority consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by majority vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by majority vote or written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Ronald N. Wallis	6986 Elegance Ct. Navarre, Florida 32566

Sandra W. Jack 6435 Heronwalk Dr
Gulf Breeze, Florida 32563

Angele AlAahnaAn 8632 Rio Vista Dr
Navarre, Florida 32566

Patricia Mankoff 7012 Summit Dr
Navarre, FL 32566

Anita D. Revere 3386 Doyle Hawkins Rd
Navarre, FL 32566

Patricia L. Douglass 5638 Windham Rd
Milton, FL 32570

Carol D. Kendall 2868 Bay Meadow Dr
Gulf Breeze, FL 32563

Article XI: Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ronald N. Wallis	6986 Elegance Ct. Navarre, Florida 32566

Article XII: Officers

The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Anita D. Revere	3386 Doyle Hawkins Rd Navarre, FL 32566	President

Patricia L. Douglass

5638 Windham Rd
Milton, FL 32570

Vice President

Carol D. Kendall

2868 Bay Meadow Dr
Gulf Breeze, FL 32563

Secretary/Treasurer

Article XIII: Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Chapter 617 Florida Statutes concerning corporation 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 following the procedures set forth for such action in the bylaws.

Article XIV: Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

Article XV: Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

Article XVI: Amendments

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a simple majority of a quorum of members of the corporation.

Article XVII: Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or

limited by the bylaws.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on January 4, 2011.

By: Ronald N. Wallis
Ronald N. Wallis

STATE OF FLORIDA)
COUNTY OF SANTA ROSA)

This instrument was acknowledged before me on this 4 day of January, 2011 by Ronald N. Wallis.

Pamela J. Burns
Notary Public

My Commission Expires: 10/14/13



PAMELA J. BURNS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# DD0933154
Expires 10/14/2013

**ACCEPTANCE OF DESIGNATION AS
RESIDENT AGENT**

KENNETH R. FOUNTAIN, the designated resident agent of SOUTH SANTA ROSA RESOURCE CENTER, INC., does hereby certify that his business address is 2045 Fountain Professional Court, Suite A, Navarre, Florida 32566, do hereby accept the designation and appointment as resident agent of SOUTH SANTA ROSA RESOURCE CENTER, INC., a Florida Corporation, and am familiar with and accept the duties and obligations of registered agent.

DATED this 12th day of January, 2011.


KENNETH R. FOUNTAIN

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me this 12th day of January, 2011, by KENNETH R. FOUNTAIN who (X) is personally known to me or who () has produced a driver's license as identification and has taken an oath.



PAMELA J. BURNS
NOTARY PUBLIC
STATE OF FLORIDA
Comm# DD0933154
Expires 10/14/2013


NOTARY PUBLIC
Commission No.: 110933154
Commission Expires: 10/14/13