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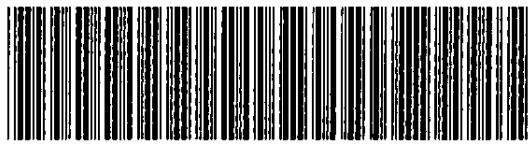
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TAYLOR & SWAN

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August 11, 2011

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

**RE: The Public Guardianship Program of Indian River County, Inc.**

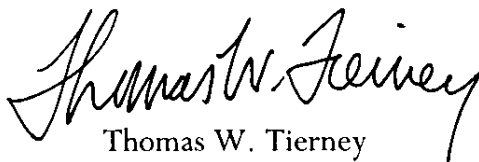
Ladies and Gentlemen:

Please find enclosed for filing the Articles of Incorporation for the above-referenced new non-profit corporation.

This firm's check in the amount of \$70.00 is also enclosed to cover your filing fee and the Registered Agent fee.

Thank you for your assistance and for forwarding your Certificate of Filing to this office.

Sincerely,



Thomas W. Tierney

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Encs.

**ARTICLES OF INCORPORATION  
OF  
THE PUBLIC GUARDIANSHIP PROGRAM OF INDIAN RIVER COUNTY, INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is THE PUBLIC GUARDIANSHIP PROGRAM OF INDIAN RIVER COUNTY, INC (the "Corporation"). The principal office and mailing address of the Corporation is 2101 Indian River Blvd., Suite 200, Vero Beach, FL 32960.

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III  
PURPOSES**

The purposes for which the Corporation was formed are:

A. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

B. To provide the specialized protective services of guardianship on a non-sectarian basis to persons adjudicated incapacitated.

C. To evaluate a person's ability to function effectively and safely on an independent basis.

D. To serve as guardian of the person and property of the adjudicated incapacitated.

E. To take reasonable measures to assure that the ward's basic needs are met by community resources.

F. To offer information and referrals about protective services to the adult population of Indian River County, Florida.

**ARTICLE IV  
MEMBERSHIP**

Persons, corporations and associations who show a substantial interest in the objectives of the Corporation shall be eligible for membership. The Board of Directors may establish

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categories of membership and define the privileges and responsibilities of such members. They shall become members upon being approved by the Board of Directors.

## **ARTICLE V DIRECTORS**

A. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the directors of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3 nor more than 15) shall be as provided in the Bylaws. The initial Directors, who are to serve until the first election thereof, are:

<u>Name:</u>	<u>Address:</u>
Michael J. Swan, Esq.	2101 Indian River Blvd., Suite 200, Vero Beach, FL 32960
Thomas W. Tierney, Esq.	2101 Indian River Blvd., Suite 200, Vero Beach, FL 32960
Margaret Libbey	1438 West Island Club Square, Vero Beach, FL 32963
Lisa Kahle	6755 4 <sup>th</sup> Street, Vero Beach, FL 32968
Ann Marie Suriano	Indian River County Hospital District, 3730 – 7th Terrace, Vero Beach, FL 32960
Val Larcombe, Esq.	Indian River County Medical Center, 1000 – 36th Street, Vero Beach, FL 32960

B. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount or for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

C. Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of

Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

D. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## **ARTICLE VI BY-LAWS**

The Board of Directors of the Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time and the same may be amended, revised or rescinded by the Board of Directors in the manner prescribed in the Bylaws of the Corporation.

## **ARTICLE VII CHARITABLE LIMITATIONS**

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 in Article II hereof.

B. 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.

C. 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 State Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

#### **ARTICLE VIII DISSOLUTION OF CORPORATION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX DEDICATION OF ASSETS**

The property of the Corporation is irrevocably dedicated to religious, educational, and charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private individual.

#### **ARTICLE XI REGISTERED AGENT AND OFFICE**

The address of the Corporation's initial registered office shall be 2101 Indian River Blvd., Suite 200, Vero Beach, FL 32960, and the name of the registered agent at said address shall be Michael J. Swan, Esq.

#### **ARTICLE XII INCORPORATORS**

The names and addresses of the Incorporators of the Corporation are as follows:

Name:

Address:


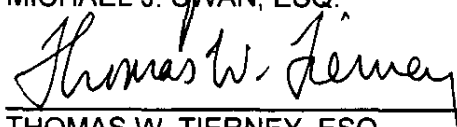
Michael J. Swan, Esq.

2101 Indian River Blvd., Suite 200, Vero Beach, FL  
32960

Thomas W. Tierney, Esq.

2101 Indian River Blvd., Suite 200, Vero Beach, FL  
32960


We, the undersigned, being the Incorporators of the Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these Articles of Incorporation, this 10<sup>th</sup> day of August 2011.

  
 \_\_\_\_\_  
 MICHAEL J. SWAN, ESQ.  
  
 \_\_\_\_\_  
 THOMAS W. TIERNEY, ESQ.

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF INDIAN RIVER )

I HEREBY CERTIFY that before me, a Notary Public, personally appeared **MICHAEL J. SWAN, ESQ., and THOMAS W. TIERNEY, ESQ.,** who did acknowledge and swear before me that said person(s) executed the foregoing instrument for the uses and purposes therein set forth. I further state that (check one) \_\_\_\_\_ I have examined the current driver's license of the aforesaid person(s) or X I am familiar with the identity of the aforesaid person(s) and have confirmed said person's identity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the County and State aforesaid this 10<sup>th</sup> day of August, 2011.

  
 \_\_\_\_\_  
 NOTARY PUBLIC, STATE OF FLORIDA  
 (Name: SHERRI SWANSON)

My commission expires: 9/22/2013

(Affix Seal)



**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

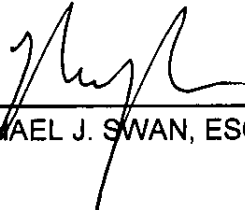
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

THE PUBLIC GUARDIANSHIP PROGRAM OF INDIAN RIVER COUNTY, INC., desiring to organize under the laws of the State of Florida, hereby designates Michael J. Swan, Esq., its registered agent and 2101 Indian River Blvd., Suite 200, Vero Beach, FL 32960, as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
\_\_\_\_\_  
MICHAEL J. SWAN, ESQ.

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