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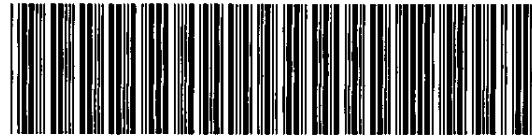
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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W2-47790

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12 NOV 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11/13/12
5

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: United Guardianship and Health Care Services, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Diane L. Strickland
Name (Printed or typed)

3007 SE Lexington Lakes Drive
Address

Stuart, FL 34994
City, State & Zip

772-538-7427
Daytime Telephone number

diane_strickland@yahoo.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 17, 2012

DIANE L. STRICKLAND
3007 SE LEXINGTON LAKES DRIVE
STUART, FL 34994

SUBJECT: UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC.
Ref. Number: W12000047790

We have received your document for UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 112A00023307

RECEIVED
12 NOV 13 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC.**

FILED
12 NOV 13 PM 4:33
SECRETARY OF STATE
TALLAHASSEE, FL 32310

**Article I
Name**

The name of the corporation is UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC.

**Article II
Principal Place of Business**

The principal place of business and mailing address for UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC. is 3007 SE Lexington Lakes Drive, Stuart, FL 34994.

**Article III
Purposes**

This corporation is organized exclusively for charitable, scientific, literary, and educational purposes, including for such purposes as providing guardianship, guardianship advocacy, and health care services to indigent persons in Florida.

Additional purposes include: to solicit funds from the community, governmental organizations, and foundations; to provide financial resources to guardians, guardian advocates, and health care providers in Martin County and St. Lucie County, Florida, and other counties, as needed; to identify, organize, and coordinate resources available for guardianships, guardian advocates, and health care services in Martin County and St. Lucie County, Florida, and other counties as needed; to organize and coordinate initiatives and projects addressing the challenges facing the elderly, disabled and otherwise disadvantaged persons in Florida.

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.

**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 tax 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 **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 three (3), and others shall be added in the future; 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 in Stuart, Florida, 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 one year.

Annual meetings shall be held in Stuart, Florida in January of each year 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 individually or collectively 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 unanimous 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 unanimous 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>
Merce Peach	P.O. Box 2505 Palm City, FL 34991
Pat Sacco	820 SE Camelot Gardens Blvd. Port St. Lucie, FL 34952
Susan Compton	1391 US Highway 1, Suite 11 Juno Beach, FL 33408

Article VI Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Diane Strickland	1680 SW St. Lucie West Blvd, Suite 204 Port St. Lucie, FL 34986

Article VII 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>Title</u>
Merce Peach	P.O. Box 2505 Palm City, FL 34991	President
Pat Sacco	820 SE Camelot Gardens Blvd. Port St. Lucie, FL 34952	Vice President
Susan Compton	1391 US Highway 1, Suite 11 Juno Beach, FL 33408	Secretary and Treasurer

Article VIII Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Bylaws of the UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC. 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 IX 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 X 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.

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to organizations which are organized and operated exclusively for the purposes set forth in Article III herein, and exempt from taxation under section 501(c)(3) of the Internal Revenue Code; or the assets of this organization shall be distributed to a fund, foundation or organization organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code.

Article XI Registered Office and Agent

The street address of the initial registered office of the corporation is: 1680 SW St. Lucie West Blvd, Suite 204, Port St. Lucie, FL 34986. The name of the original registered agent is Diane L. Strickland, Esquire, whose business address is 1680 SW St. Lucie West Blvd, Suite 204, Port St. Lucie, FL 34986.

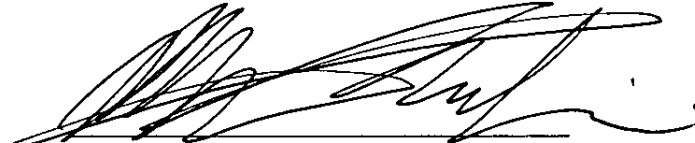
I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on Oct 26, 2012.



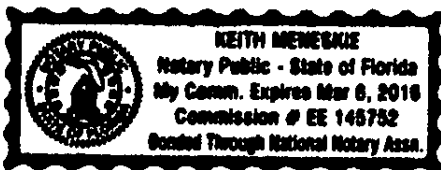
DIANE L. STRICKLAND, Incorporator

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing Articles of Incorporation for UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC. was acknowledged before me this 26th day of October, 2012, by Diane L. Strickland, who is personally known to me or produced _____ as identification, and who did not take an oath.



Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for UNITED GUARDIANSHIP AND HEALTH CARE SERVICES, INC. at the place designated in the Articles of Incorporation, DIANE L. STRICKLAND, agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501 of the Florida Business Corporation Act relative to keeping open such office at 1680 SW Port St. Lucie West Blvd, Suite 204, Port St. Lucie, FL 34986.

Date: Oct 26, 2012

Diane L Strickland
DIANE L. STRICKLAND

FILED
12 NOV 13 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA