

Division of Corporations

Page 1 of 1

N130000001485

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000033609 3)))



H130000336093ABCZ

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

FILED
13 FEB 13 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Ktannenbaum@agingtrue.org

FLORIDA PROFIT/NON PROFIT CORPORATION
Pace Partners of Northeast Florida, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

MRB 2/14/13

[Electronic Filing Menu](#)
[Corporate Filing Menu](#)
[Help](#)

850-617-6381

2/13/2013 10:01:59 AM PAGE 1/001 Fax Server



February 13, 2013

FLORIDA DEPARTMENT OF STATE

CARLTON FIELDS

Division of Corporations
correction

SUBJECT: PACE PARTNERS OF NORTHEAST FLORIDA, INC.
REF: W13000008950

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The "Director's" name is not clear.

If you have any further questions concerning your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II
New Filing Section

FAX Aud. #: H13000033609
Letter Number: 313A00003544

FILED

13 FEB 13 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PACE PARTNERS OF NORTHEAST FLORIDA, INC.
(A Corporation Not-For-Profit)**

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: PACE Partners of Northeast Florida, Inc. The principal place of business and mailing address is:

4250 Lakeside Drive, Suite 116
Jacksonville, Florida 32210

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to the following:

1. To promote independence and maintain the health of senior citizens with chronic care needs and their families through the provision of home and community based services whenever possible.
2. To establish and maintain services for the support and care of frail elderly persons, including but not limited to persons who are eligible to participate in the Florida Program of All-Inclusive Care for the Elderly ("PACE").
3. To obtain public involvement and support by disseminating the aims and purposes of this not for profit Corporation and its activities to the general public.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV

Members

The members of the Corporation and the qualifications and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 100 S. Ashley Drive, Suite 400, Tampa, FL 33602, and the name of its initial registered agent at such address is CFRA, LLC.

ARTICLE VI

Directors

The Corporation shall have six (6) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Teresa K. Barton	Aging True - Community Senior Services 4250 Lakeside Drive, Suite 116 Jacksonville, Florida 32210
Donna T. Melogy	Aging True - Community Senior Services 4250 Lakeside Drive, Suite 116 Jacksonville, Florida 32210
Kenneth A. Tannenbaum	Aging True - Community Senior Services 4250 Lakeside Drive, Suite 116 Jacksonville, Florida 32210

Susan Ponder-Stansel

Community Hospice of
Northeast Florida
4266 Sunbeam Rd.
Jacksonville, FL 32257

Phillip Ward

Community Hospice of
Northeast Florida
4266 Sunbeam Rd.
Jacksonville, FL 32257

Carlos Bosque

Community Hospice of
Northeast Florida
4266 Sunbeam Rd.
Jacksonville, FL 32257

ARTICLE VII

Incorporator

The name and address of the incorporator signing these articles of incorporation are:

Name

Address

Teresa K. Barton

Aging True - Community Senior Services
4250 Lakeside Drive, Suite 116
Jacksonville, Florida 32210

ARTICLE VIII

Bylaws

The Initial Board shall adopt Bylaws for the Corporation upon its organization which are approved and accepted by the Members and these Bylaws as amended from time to time shall govern the operation and functioning of the Corporation. The Bylaws may thereafter be amended, altered, added to or rescinded only by a unanimous vote of the Members.

ARTICLE IX

Amendment

These articles of incorporation may be amended only by the Members as provided in the Bylaws.

ARTICLE X

Dissolution

FILED

006/007

13 FEB 13 AM 10:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to each Member, pro rata, that is exempt under Section 501(c)(3) of the Code at the time of such distribution. If no Member is exempt under Section 501(c)(3) of the Code at the time of such distribution, then such assets shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

ARTICLE XI

Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles of Incorporation to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, the Corporation's members, directors, officers, or other private persons, except that the Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and upon dissolution, final liquidation or partial liquidation, may make distributions to its qualifying members to the extent permitted by these Articles of Incorporation and applicable law.

Section 3. Prohibition on Dividends. Notwithstanding any other provision of these Articles of Incorporation to the contrary, the Corporation shall not have the power to declare dividends. The Corporation may, however, confer benefits in conformity with its purpose, upon a Member that is an exempt organization under Section 501(c)(3) of the Code at the time of the conferring of such benefits.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 11th day of February, 2013, for the purpose of forming this not for profit Corporation under the Florida Not For Profit Corporation Act.


Teresa K. Barton, Incorporator

FILED

13 FEB 13 AM 10:16

ACCEPTANCE BY REGISTERED AGENTSECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 12th day of February, 2013.

Registered Agent

CFRA, LLC

a Florida limited liability company

By: _____



James J. Kennedy, III, Esquire