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FLORIDA PROFIT/NON PROFIT CORPORATION

Boley-PAR, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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ARTICLES OF INCORPORATION

OF

Boley-PAR, Inc.

A Florida Not For Profit Corporation

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Boley-PAR, Inc. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be as follows:

6655 66th Street North
Pinellas Park, FL 33781

ARTICLE III

PURPOSES AND POWERS

Section 3.1 The Corporation shall be organized and operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. The Corporation shall have no power to act in a manner that is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity that would prevent it from qualifying, and continue to qualify, as a Corporation described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the Corporation's specific purposes shall be to promote, support and further the charitable, educational and scientific purposes and interests of Boley Centers, Inc. and Operation PAR, Inc., both Florida not for profit corporations that are exempt from taxation under Section 501(c)(3) of the Code, and classified as other than private foundations under Section 509(a)(1) or 509(a)(2) of the Code, and their affiliated exempt entities, the purposes of which are consistent with those of the Corporation. In this capacity, the Corporation is further organized:

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(a) To establish, maintain, sponsor, and promote activities relating to the improvement of human health and welfare and the provision of care and services to the sick, injured or disabled;

(b) To establish, maintain, sponsor and promote education and research programs relating to the promotion of human health and welfare and the provision of care and services to the sick, injured or disabled;

(c) To coordinate, sponsor, promote and advance programs and activities designed and carried on to improve the physical, psychological, and emotional health and welfare of persons living in and around the territories which it serves;

(d) To evaluate, develop and implement long-range objectives, strategies, plans and alternative delivery systems, in furtherance of the purposes of the Corporation and the purposes of those exempt organizations which the Corporation was organized to support;

(e) To carry out such other acts and to undertake such other activities as may be necessary, appropriate, or desirable in furtherance of or in connection with the conduct, promotion or attainment of the foregoing purposes, provided, that none of such activities shall be undertaken which would cause the Corporation to lose its status as an organization described in Section 501(c)(3) of the Code, or as an organization, contributions to which are deductible under Section 170(c)(2) of the Code; and

(f) To otherwise operate exclusively for charitable, educational and scientific within the meaning of Section 501(c)(3) of the Code.

Section 3.2 Without limiting the generality of the foregoing, the Corporation shall be operated consistent with the following:

(a) The Corporation will not be operated for pecuniary gain or profit, incidental or otherwise, of any private individual. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the extent that such payments do not prevent it from qualifying, and continuing to qualify, as an exempt organization, and to make such lawful payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation as may from time to time be either required or permitted by Section 501(c)(3) of the Code.

(b) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office in violation of any provisions applicable to the corporations exempt from taxation under

Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3.3 In order to carry out its purposes, the Corporation shall have all the powers set out in the Florida Not For Profit Corporation Act, as now in effect or as subsequently amended (the "Act"), except as may be limited by these Articles of Incorporation and Bylaws of the Corporation.

ARTICLE IV

INITIAL BOARD OF DIRECTORS

The manner in which the directors are elected or appointed shall be as set forth in the Bylaws of the Corporation.

ARTICLE V

OFFICERS

The business and affairs of the Corporation shall be managed by a President, Secretary and Treasurer and such other officers as may from time to time be appointed from time to time in accordance with the Corporation's Bylaws.

ARTICLE VI

REGISTERED AGENT

The name and Florida street address of the registered agent is:

Dale S. Webber, Esquire
Buchanan Ingersoll & Rooney PC
401 E. Jackson Street, Suite 2400
Tampa, FL 33602

ARTICLE VII

INCORPORATORS

The name and street address of the incorporators of these Articles of Incorporation shall be:

Boley Centers, Inc.
c/o Gary MacMath
445 31st Street North
St. Petersburg, FL 33713

Operation PAR, Inc.
c/o Nancy Hamilton
6655 66th Street North
Pinellas Park, FL 33781

ARTICLE VIII

DISSOLUTION AND DISTRIBUTION OF ASSETS

Subject to any approvals described in the Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation and after the payment and discharge of all liabilities and obligations and compliance with all other legal requirements, the net assets of the Corporation shall be equally distributed, pursuant to a plan of distribution of assets approved by the Board of Directors, to Boley Centers, Inc. and Operation PAR, Inc., provided that each such entity then qualifies as an organization described by Section 501(c)(3) of the Code (or the corresponding provisions of any future federal tax code) to be used for one or more qualifying charitable purposes. Any distributions not so made, shall be made pursuant to a plan of distribution approved by the Board of Directors to one or more corporations, trusts, funds, or other organizations which at the time are organizations described in Section 501(c)(3) of the Code and have purposes closely aligned with those of the Corporation. 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. No private individual shall share in the distribution of any Corporation assets upon dissolution of the Corporation.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation and the Bylaws of the Corporation shall be amended only by action taken by the Board of Directors in accordance with the Bylaws of the Corporation.

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IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 23rd day of July, 2013.

Incorporator:

Boley Centers, Inc.

By: [Signature]
President

Incorporator:

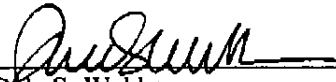
Operation PAR, Inc.

By: [Signature]
President

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated in the Articles of Incorporation as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 23rd day of July, 2013.


Dale S. Webber
Registered Agent

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