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FLORIDA PROFIT/NON PROFIT CORPORATION

National Home Caregivers Association, Inc.

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H16000300662 3

**ARTICLES OF INCORPORATION
OF
NATIONAL HOME CAREGIVERS ASSOCIATION, INC.**

The undersigned, acting as the Incorporator of this Corporation, not-for-profit, pursuant to Ch. 617, Fla. Stat., adopts the following Articles of Incorporation and states as follows:

ARTICLE 1

Name, Principal Place of Business and Mailing Address

The name of this Corporation is NATIONAL HOME CAREGIVERS ASSOCIATION, INC., whose principal place of business and mailing address is 260 1st Avenue South, Suite 200, #177, St. Petersburg, Florida 33701. The Corporation may be referred to as the "Association."

ARTICLE 2

Not for Profit

The Corporation is organized to be a not for profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. The Corporation shall not have or issue shares of stock or pay dividends. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except as provided in Article 5 below.

ARTICLE 3

Duration

The duration of this Corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE 4

Purposes

This Corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to administer, and expend funds for the following purposes:

1. To advocate for and unite home caregivers for the purpose of exerting effectively a combined influence upon matters affecting the home care industry;
2. To promote the general advancement of the home caregiver industry;
3. To provide a forum for exchange of ideas and information within the home caregiver industry;

H16000300662 3

4. To facilitate training and education amongst home caregivers;
5. To elevate the standards of the home care business throughout the nation and the professional conduct of persons engaged therein; and
6. To engage in any and all lawful activities incidental to the foregoing purposes or necessary or desirable to accomplish them.

ARTICLE 5

Limitations

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members or Officers, but 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 4 hereof. Notwithstanding any other provisions 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)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 6

Members

Section 1. Classes of Membership.

Membership shall consist of five classes: (A) General Members; (B) Associate Members; (C) Affiliate Individual Members; (D) Affiliate Entity Members; (E) Honorary Members;

Section 2. Qualifications, Election and Appointment.

A. General Members. General Members shall be Home Health Caregivers and/or individuals interested in furthering the goals of the home care industry and the Association. General Members in good standing will have voting rights and be eligible to serve on the Board of Directors. Owners of Home Health Care Agencies or Registries may not be General Members.

B. Associate Members. Associate Members shall be Home Health Caregivers who do not wish to retain voting rights or be eligible to serve on the Board of Directors. Associate Members may become General Members up to 90 days before the annual meeting. Owners of Home Health Care Agencies or Registries may not be Associate Members.

C. Affiliate Members. Affiliate Members shall be entities or individuals interested in furthering the goals of the home care industry and the Association but are not eligible

H16000300662 3

for General or Associate Membership. Affiliate Members will not have voting rights or be eligible to be members of the Board of Directors.

D. Honorary Members. Honorary Members shall be individuals who, at the designation of the Board, will be exempt from dues but will not be eligible to vote or be members of the Board of Directors

Section 3. Rights and Privileges.

Except as provided herein, and in the Bylaws of the National Home Caregivers Association, each Member shall be entitled to all the rights and privileges of membership in the Association. Each General Member shall be entitled to one vote on each matter submitted to members for action. Affiliate, Associate and Honorary members shall not be entitled to vote on any matter other than as set forth in these Bylaws.

ARTICLE 7

Registered Office and Agent

The street address of the Registered Office of the Corporation is 625 Court Street, Suite 200, Clearwater, Florida 33756 and the Registered Agent at this address is Todd A. Jennings, Esq.

ARTICLE 8

Board of Directors

The property, business and affairs of the Association shall be managed by a Board of Directors or its Executive Committee as provided in the Bylaws. The number, election, classification, term and qualification of directors shall be as set forth in the Bylaws as they may be amended from time to time; however, there shall not be less than three (3) directors at any given time. The Bylaws may provide that persons occupying certain positions within the Association or any Member Board, as specified in the Bylaws, shall be ex-officio directors of the Association. Any such ex-officio directors shall be counted in determining a quorum and may vote on any issue coming before the Board of Directors. The Board of Directors shall administer the finances of the Association and shall have authority to appropriate money. The Bylaws may authorize the Executive Committee to expend sums of money without further authorization from the Board of Directors.

The personal liability of a director of this Corporation to the Corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount equal to the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate in effect at the time of the violation, to receive an improper personal economic gain, (C) show a lack of good faith and a conscious disregard for the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constitute a sustained and

H16000300662 3

unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

The initial directors of the corporation are:

Matthew Lettelleir
4400 1st Street N #411
St. Petersburg, FL 33703

Vice Chairman- Ellen King, RN, BSN, NP
One Hermann Museum Circle Drive #4116
Houston, TX 77004

Secretary/ Treasurer- Cornelia Montoya
260 1st Avenue South, Suite 200 #177
St. Petersburg, FL 33701

ARTICLE 9

By-Laws

The Bylaws of the Corporation are to be made and adopted by the Board of Directors; and may be altered, amended or rescinded as set forth in the Bylaws.

ARTICLE 10

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE 11

Distribution Upon Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such non-profit organization or organizations organized and operated for charitable, educational, religious, or scientific purposes or distribute among staff.

ARTICLE 12

Incorporator

The name and address of the original incorporator of this Corporation is as follows: Matthew Lettelleir, 4400 1st Street North, #411, St. Petersburg, Florida 33703.

H16000300662 3

ACCEPTANCE OF REGISTERED AGENT

THE CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the not for profit corporation is: NATIONAL HOME CAREGIVERS ASSOCIATION, INC.
2. The name and address of the registered agent and office is:

Todd A. Jennings, Esq.
625 Court Street, Suite 200
Clearwater, Florida 33756


Having been named as registered agent and to accept service of process for the above stated company at the place designated in this certificate, 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 obligations of my position as registered agent.

Dated this 6th day of December, 2016

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H16000300662 3

IN WITNESS WHEREOF, the undersigned Incorporator has executed these
Articles of Incorporation this 6 day of December, 2016.


MATTHEW LETTELIER
Authorized Representative
of the Corporation

H16000300662 3