

May 20, 2019 10:05AM

GRAY ROBINSON

No. 0673 P. 2

Division of Corporations

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H19000005168

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Recovery Holding Company, Inc.

Certificate of Status	0
Certified Copy	1
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5/20/19

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May 16, 2019

FLORIDA DEPARTMENT OF STATE
Division of Corporations

GRAYROBINSON PA

SUBJECT: THE RECOVERY HOLDING COMPANY
REF: W19000048202

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 name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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

KYLE D BRUMBLEY
Regulatory Specialist II
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FAX Aud. #: H19000156644
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★ corrected on 5/20/19.
please see attached 6 pages.

P.O BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION OF
THE RECOVERY HOLDING COMPANY, INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: THE RECOVERY HOLDING COMPANY, INC. (the "Corporation"), a Florida not for profit corporation.

ARTICLE II - PURPOSES

This Corporation is organized and operated exclusively for the purpose of holding title to property, collecting income therefrom and turning over the entire amount, less expenses, to The Transition House, Inc. (a Florida not for profit corporation recognized as exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. In the event The Transition House, Inc. should dissolve as a corporation, it may designate another nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to replace it.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida but only for the purpose of accomplishing the purposes of the Corporation as set forth herein.

The Corporation shall not be used to conduct an "active business." The Corporation will confine its activities to the receipt and administration of passive income, including: 1) dividends, royalties, interests, annuities, rents and gains/losses to the extent excluded from taxation under Internal Revenue Code Section 512(b)(1), (2), (3) and (5); and 2) income from the sale of goods if the Corporation does not manufacture, produce, physically receive or deliver, negotiate sales of or maintain inventories of the goods.

No part of the income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the Corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the

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activities of which are exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 distributing of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized as set forth in these Articles of Incorporation. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected in accordance with the Bylaws of the Corporation. The officers of the Corporation shall consist of a President, Secretary and Treasurer. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of

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Directors from time to time. The length of terms to be served, qualifications, manner of election and removal of officers shall be set forth in the Bylaws of this Corporation.

ARTICLE VII - BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be five (5); provided, however, that the number of directors may expand as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
John Fields	10 E. Monument Ave. Kissimmee, Florida 34741
Jose Alvarez	101 Church St. Kissimmee, Florida 34741
Larry Mattern	2831 Sweetspike Cir. Kissimmee, Florida 34746
Melvin Welch	120 Broadway, Suite 301 Kissimmee, Florida 34741
Marc Clinch	809 Bill Beck Blvd. Kissimmee, Florida 34744

Such directors were unanimously appointed by Written Action of the Board of Directors of The Transition House, Inc., a Florida not for profit corporation recognized as exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The length of terms to be served, qualifications, number of Directors and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - DISSOLUTION

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 by

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the Board of Directors to The Transition House, Inc., a Florida not for profit corporation which is exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or its successor. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

3800 5th Street
Saint Cloud, Florida 34769

The name of the registered agent of this Corporation shall be:

Thomas J. Griffin

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

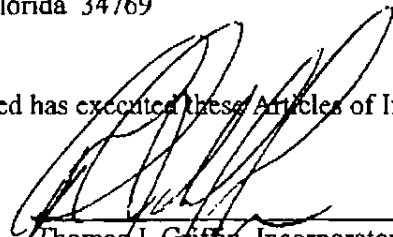
3800 5th Street
Saint Cloud, Florida 34769

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Thomas J. Griffin
3800 5th Street
Saint Cloud, Florida 34769

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 8 day of MAY, 2019.



Thomas J. Griffin, Incorporator



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STATE OF OSCEOLA
COUNTY OF FLORIDA

The foregoing Articles of Incorporation were acknowledged before me this 8TH day of MAY, 2019, by Thomas J. Griffin, incorporator, ☒ who is personally known to me or ☐ who produced a Florida driver's license as identification and who did not take an oath.

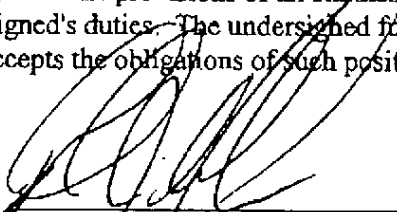
(Affix Notary Seal)



NOTARY PUBLIC, State of Florida

Print Name: MELISSA LUCASMy commission expires: 03/23/2021**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such 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 the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.


Thomas J. Griffin