

N9500000001268

LAW OFFICES
BRIGGS AND MORGAN
PROFESSIONAL ASSOCIATION

2200 FIRST NATIONAL BANK BUILDING
SAINT PAUL, MINNESOTA 55101

TELEPHONE (612) 223-0000
FACSIMILE (612) 223-0450

WRITER'S DIRECT DIAL NUMBER

March 10, 1995

(612) 223-6422

MINNEAPOLIS OFFICE
3400 IDS CENTER
MINNEAPOLIS, MINNESOTA 55402
TELEPHONE (612) 334-0000
FACSIMILE (612) 334-0000

CERTIFIED MAIL RETURN
RECEIPT REQUESTED

Secretary of State of Florida
Department of State
The Capitol Plaza Level
Room Two
Tallahassee, Florida 32399

Re: HELP Service Corporation of Florida, Inc.

Ladies and Gentlemen:

I enclosed herewith for filing in your office Articles of Incorporation for the above referenced corporation and Acceptance of Appointment as Registered Agent. Duplicate originals of both are enclosed.

Also enclosed is our check in the amount of \$70.00 in payment of the filing fees.

Please return evidence of this filing and charter to the undersigned at the address above.

Very truly yours,

Bernard P. Friel
Bernard P. Friel

BPF:tm
Enclosure

cc: Bruce L. Olson
Kevin F. Moehn

MAR 16 1995

BSB

FILED
MAR 15 PM 1:12
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
HELP SERVICE CORPORATION OF FLORIDA, INC.

FILED
SEP 15 2011 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person of full age, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act as amended, hereby adopts the following Articles of Incorporation:

ARTICLE FIRST

Name. The name of the corporation shall be
HELP Service Corporation of Florida, Inc.

ARTICLE SECOND

Principal Office and Mailing Address. The principal office and mailing address of the Corporation is:

18919 Avenue Biarritz
Lutz, Florida 33549

ARTICLE THIRD

Purpose. The purpose of the corporation is to engage in any activity which is appropriate and lawful for a non-profit corporation.

ARTICLE FOURTH

Election. The method of election of the directors of this Corporation shall be as set forth in the by-laws.

ARTICLE FIFTH

Registered Office. The address of the Corporation's registered office is:

18919 Avenue Biarritz

Lutz, Florida 33459

The name of the Corporation's registered agent at such address is Bruce L. Olson.

ARTICLE SIXTH

Existence. The corporate existence shall be perpetual.

ARTICLE SEVENTH

Incorporator. The name and post office address of the incorporator is:

Bruce L. Olson

18919 Avenue Biarritz

Lutz, Florida 33549

ARTICLE EIGHTH

Members. The Corporation shall have members who may be persons or legally constituted entities including without limitation corporations, partnerships and limited liability companies. Bruce L. Olson and Kevin F. Moehn shall be the first members of the corporation. Additional members without limitation as to number may be elected by a majority vote by members present in person or by proxy at any annual or special meeting of the members at which a quorum is present. There shall be but one class of members and each member shall be entitled to one vote. The rules governing membership, including without limitation, admission, retention, suspension, expulsion and meetings shall be as set forth in the bylaws of the corporation in conformity with Florida laws.

ARTICLE NINTH

Gifts. In furtherance and not in limitation of the powers conferred by law, but always within the scope of the corporate purpose, the corporation may receive gifts of money and property by will and otherwise, and invest and reinvest the corporate assets in securities, including the preferred or common stocks of corporations, and other forms of property, real or personal.

ARTICLE TENTH

No Private Benefit. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation or any private individual or for profit entity, however organized, except that reasonable compensation may be paid for services rendered to or for the corporation in the performance of its corporate purpose. No director or officer of the corporation or any private individual or for profit entity, however organized, shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation, but in the event of dissolution said assets shall be disposed of in accordance with the Florida Not For Profit Corporation Act as amended.

ARTICLE ELEVENTH

Authorized Shares. The corporation shall have not capital stock.

ARTICLE TWELFTH

Directors. The affairs of the corporation shall be managed by a board of directors consisting of four persons, who need not be residents of Florida. Directors shall be elected annually by the members of the Corporation. The first board of directors shall be elected by the incorporator following the filing with the Secretary of State of Florida of these Articles of Incorporation.

ARTICLE THIRTEENTH

Amendment of Articles. Amendments to these Articles of Incorporation shall be submitted to the members of the corporation and shall be effective only upon approval of a majority of the members of the corporation present at a meeting of the members of the corporation at which such amendments are considered. Any action authorized or required to be taken by the members of this corporation at a meeting of the members may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

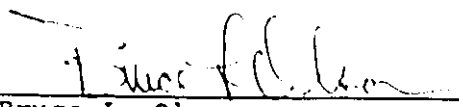
ARTICLE FOURTEENTH

Amendment of Bylaws. The board of directors of the corporation shall have the power to alter, amend or repeal the bylaws of the corporation subject, however, to the approval of the members and subject to the right of the members to alter, amend or repeal the bylaws independent of any action by the board of directors.

ARTICLE FIFTEENTH

Member, Director Liability. The corporation is hereby authorized to indemnify its officer directors agents and employees to the full extent permitted by F.S.A. § 607.0850 and is authorized to provide insurance for such indemnity obligation.

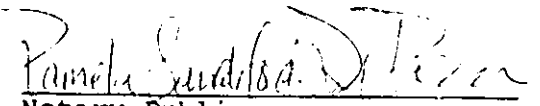
IN WITNESS WHEREOF, the undersigned has hereunto set
his hand this 8th day of March, 1995.


Bruce L. Olson
Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

On this 8th day of March, 1995, befor personally
appeared Bruce L. Olson, to me known to be the person described
in and who executed the foregoing Articles of Incorporation, and
he acknowledged that he executed the same as his free act and
fdeed, for the use and purposes therein expressed.

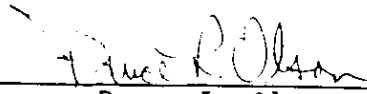

Notary Public
My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: May 20, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

FILED
MAR 15 PM 1:12
STATEMENT OF ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned Bruce L. Olson whose address is 18919 Avenue Biarritz, Lutz Florida 33549 and who has been appointed pursuant to its Articles of Incorporation as the registered agent in Florida for HELP Service Corporation of Florida, Inc., the registered office of which is also 18919 Avenue Biarritz, Lutz, Florida 33549 hereby states that he is familiar with the obligations of the position of registered agent and accepts them.

Witness my hand this 8th day of March 1995.


Bruce L. Olson