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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

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One Day Service Two Day Service

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Ruskin Exceptional Achievement
Center of Hillsborough, Inc.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 31 PM 1:02

AB 5/31/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY PHH _____

WALK-IN 5:31 10pm
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95 MAY 31 AM 9 16

DIVISION OF CORPORATION

C.C. FEE. DISBURSED

☒ Capital Express™
☐ Art. of Inc. File
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☐ Name Reservation
☐ Annual Report/Maintenance
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☐ File No.'s, _____ Copies

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SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF THE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 31 PM 1:02

RUSKIN EXCEPTIONAL ACHIEVEMENT CENTER OF HILLSBOROUGH, INC.

A Not for Profit Corporation

The undersigned hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit (the "Corporation") in accordance with the laws of the State of Florida pursuant to Chapter 617, Florida Statutes, known as the Florida Not For Profit Corporation Act, as the same may be amended from time to time (the "Act").

ARTICLE I
Name

The name of the Corporation is the Ruskin Exceptional Achievement Center of Hillsborough, Inc.

ARTICLE II
Term of Existence

The corporate existence shall commence upon the filing of these Articles with the Secretary of State of the State of Florida, and such corporate existence shall be perpetual.

ARTICLE III
Principal Office/Mailing Address

The principal office and mailing address of the Corporation shall be 2409 Ravine Drive W, Ruskin, FL 33570 or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE IV
Purposes, Powers and Limitations

(a) **Purposes.**

(1) The nature, objects and purposes, for which this corporation is exclusively organized and operated, are:

(A) To promote community access for the developmentally disabled adult.

- (B) To provide and operate a facility for the education and training of the developmentally disabled adult;
- (C) To advance the knowledge and acquisition of daily living skills by those developmentally disabled adults admitted to the facility provided and operated by the Corporation;
- (D) To lessen the burdens of government by teaching the developmentally disabled adult all aspects of independent living with the community;
- (E) To encourage and promote the use of community resources by providing the developmentally disabled adult opportunities to explore and discover life enrichment activities in the Tampa Bay area;
- (F) To create community awareness and support for the developmentally disabled adult; and
- (G) To specifically engage in teaching, educating, and supporting all endeavors that enhance the rights, dignity and overall quality of life of the developmentally disabled adult in the County of Hillsborough.

(2) This corporation shall receive and maintain funds and real and/or personal property, and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable and educational purposes.

(b) Not for Profit Status.

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed as dividends to any member, director, officer or other private person, except that the Corporation shall be empowered and authorized to pay reasonable compensation for services rendered by its members, Trustees or officers and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or the regulations issued thereunder, or (b) by a corporation or other organization, contributions to which are deductible under Section 170(c)(2) of the

Internal Revenue Code of 1986 (or the correspondent provision of any future United States Internal Revenue Law), or the regulations issued thereunder

(iv) Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the purposes of this Corporation

(c) **Limitation.** This corporation shall not operate, directly or indirectly, for the benefit of any specific private individual or individuals, but shall be operated only in accordance with applicable federal and state statutes, regulations and rules for the operation of a group home for developmentally disabled adult.

(d) **Dissolution.** In the event of dissolution or final liquidation of the Corporation, the residual assets of the Corporation will be transferred to one or more organizations which are exempt as organizations as organizations described in Sections 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code of 1986, or to the federal, state or local government for exclusive public purpose.

(e) **Powers.** This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:

(i) The Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(iii) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(iv) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(v) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any

subsequent Federal tax laws

(vi) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

(vii) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE V

Members

(a) **Membership.** The members of this Institute shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Trustees of the Institute in accordance with the provisions of the bylaws of the Institute.

(b) **Other Qualifications, Rules, Rights.** Further qualifications for membership and the manner of admission to membership, termination of membership and the rights of membership shall be governed by the bylaws of the Corporation.

(c) **Not Transferable.** Notwithstanding the foregoing, membership in the Corporation is not transferable, assignable or otherwise disposable.

ARTICLE VI

Trustees and Officers

The affairs of this Corporation shall be managed by a Board of Trustees who shall be elected annually by majority vote of the members of the Institute, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Trustees and who shall be members of the Corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided in the bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the Corporation shall be provided in the bylaws.

The number of Trustees and the manner of filling vacancies on the Board of Trustees shall be provided hereinafter and in the bylaws of the Corporation. A quorum for the transaction of business shall be a majority of the Trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the Trustees may be held within or without the State of Florida.

Trustees and officers of this Corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws

ARTICLE VII
Board of Trustees

(a) **Number.** The number of Trustees may be increased or decreased from time to time in accordance with the Corporation's bylaws; but the Corporation must always have at least three (3) but no more than nine (9) Trustees.

(b) **Election.** The method of election, terms of office and obligations of the Board of Trustees will be stated in, and governed by the Corporation's bylaws.

(c) **Initial Trustees.** The initial members of the Corporation's Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Kathy J. Elliott	2409 Ravine Drive W Ruskin, FL 33570
Robert T. Elliott	2409 Ravine Drive W Ruskin, FL 33570
George K. Todd, Sr.	509 Manatee Drive Ruskin, FL 33570

The initial members of the Board of Trustees shall hold office for the first year of the existence of this Corporation or until their successors shall be elected in accordance with the bylaws and shall take office.

ARTICLE VIII
Officers

(a) **Number.** The Corporation shall have four officers: a president, a vice president, a secretary and a treasurer.

(b) **Election.** Except for the initial officers, the officers shall be elected by the Board of Trustees in accordance with the bylaws.

(c) **Initial Officers.** The initial officers of this Corporation are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Kathy J. Elliott	President	2409 Ravine Drive W Ruskin, FL 33570

Robert T. Elliott	Vice President	2409 Ravine Drive W Ruskin, FL 33570
Robert T. Elliott	Secretary	2409 Ravine Drive W Ruskin, FL 33570
Robert T. Elliott	Treasurer	2409 Ravine Drive W Ruskin, FL 33570

The initial officers shall hold office for the first year of the existence of this Corporation or until their successors shall be elected in accordance with the bylaws and shall take office.

ARTICLE IX **Incorporator**

The name and address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
A. Edward McGinty	4820 Cypress Tree Drive Tampa, FL 33624

ARTICLE X **Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is c/o A. Edward McGinty, 4820 Cypress Tree Drive, Tampa, FL 33624, and the name of its initial registered agent at such address is A. Edward McGinty.

ARTICLE XI **Bylaws**

The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Board of Trustees of this Corporation present at any meeting of the Board of Trustees duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Trustees and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Trustees or mailed by the secretary of this Corporation to all of the members of the Board of Trustees at least three (3) days before the meeting.

ARTICLE XII
Amendment of Articles of Incorporation

These Articles may be amended as provided in Chapter 617, Florida Statutes, as the same may be amended from time to time, such amendment to be adopted by resolution adopted by the majority vote of the certified members of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the certified members of the Corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each certified member of the Corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the Florida Statutes, as now amended, or as same may be amended in the future.

ARTICLE XIII
Stock

The corporation shall be organized on a non-stock basis.

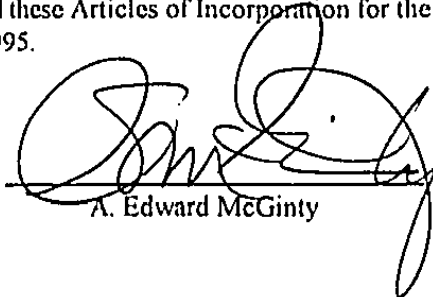
A membership card, or certificate for certified members, shall serve as evidence of membership. The card or certificate shall provide, on its face, that the corporation is a not for profit Florida corporation.

The corporation shall assess fees for certified membership and associate membership in the amount and manner provided in the bylaws, and shall accept grants and donations.

ARTICLE XIV
Disposition of Assets in the Event of Dissolution

Upon dissolution of the Corporation, its assets shall be used to discharge all then-existing liabilities of the Corporation. Any remaining assets shall be distributed to a Florida not for profit corporation that shares the corporate purposes in Article III, or to the Federal, state or local government for public purposes.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 22d day of May, 1995.


A. Edward McGinty

STATE OF FLORIDA)
) S
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, on this 22nd day of May, 1995, personally appeared A. Edward McGinty, who is personally known to me ~~or who has produced~~ _____ ~~as identification and who did take an oath;~~ and after being duly sworn, acknowledged to me that he executed the foregoing instrument voluntarily and of his own free will for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



CHRISTINE A. LOGUE
Notary Public, State of Florida
My Comm. Exp. Jan. 31, 1998
Comm. No. CC 345420

Christine A. Logue
Signature

Printed Name

Notary Public

Serial Number: _____

My Commission Expires: _____

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAY 31 PM 1:02

Pursuant to Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is the Florida Institute of Restoration Ecology.
2. The name and address of the registered agent and office is.

A. Edward McGinty
4820 Cypress Tree Drive
Tampa, FL 33624

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above named corporation 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.



A. Edward McGinty

5/22/95

(date)