

**CSC networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

A/COUNT NO. : 072100000032

REFERENCE : 653294 9616A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 3, 1995

ORDER TIME : 10:27 AM

ORDER NO. : 653294

CUSTOMER NO: 9616A

CUSTOMER: Ms. Sue C. Weeden  
SMOOT ADAMS EDWARDS & GREEN,  
P.A.  
One University Park, Suite 600  
12800 University Drive  
Ft. Myers, FL 33907

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DOMESTIC FILING

NAME: S.E.A.R.C.H. FOR INDEPENDENCE,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN AUG - 3 1995

FILED  
95 AUG - 3 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

S.E.A.R.C.H. FOR INDEPENDENCE, INC.,

(A Florida Not for Profit Corporation)

The undersigned, for the purposes of forming a not for profit corporation under Chapter 617 of the Florida Statutes, does hereby certify as follows:

ARTICLE I. CORPORATE NAME

The name of the corporation is S.E.A.R.C.H. for Independence, Inc.

ARTICLE II. CORPORATE ADDRESS

The address of the principal office and the mailing address of the corporation is :

7181 College Parkway, Suite 30  
Fort Myers, Florida 33907

ARTICLE III. GENERAL AND SPECIFIC PURPOSES

The general purpose for which this corporation is formed is to operate exclusively for such educational and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under said Code.

The specific and primary purposes for which this corporation is formed are to provide services to meet the needs of people with disabilities. In furtherance of that goal, the corporation will provide programs covering skills of independent living for the disabled, and education and pre-employment skills. The corporation will also provide access to information and resources regarding employment, health care assistance, and support groups. The corporation will also train and employ people with disabilities to serve other people with disabilities.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence

legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE IV. ELECTION OF DIRECTORS

The initial Board of Directors of the corporation shall be comprised of three (3) people. The Directors shall be elected annually by the members of the corporation, in accordance with the corporate Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3).

The names and addresses of the initial members of the Board of Directors are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Susan Lee, R.N., D.E.	7181 College Parkway, Suite 30 Fort Myers, Florida 33907
Beverly A. Lindgren	7181 College Parkway, Suite 30 Fort Myers, Florida 33907
Carol Wilkins	7181 College Parkway, Suite 30 Fort Myers, Florida 33907

#### ARTICLE V. OFFICERS

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time.

The following persons shall serve as the initial slate of corporate officers:

<u>NAMES</u>	<u>OFFICES</u>
Beverly A. Lindgren	President/Treasurer
Susan Lee, R.N., D.E.	Vice President/Secretary

#### ARTICLE VI. INDEMNIFICATION

The corporation shall indemnify and defend any Director of the Board of Directors who is a party to any threatened or pending suit or proceeding by reason of the fact that she is a Director of the corporation as long as said Director acted in good faith and in the best interests of the corporation. Directors shall not be liable

for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessments.

#### ARTICLE VII. EARNINGS OF CORPORATION

No part of the net earnings of the corporation shall enure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that 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 III hereof.

#### ARTICLE VIII. DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. 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, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE IX. MEMBERSHIP

There shall be one member of the corporation, which shall be Beverly A. Lindgren of 7181 College Parkway, Suite 30, Fort Myers, Florida 33907. The members of the corporation shall have all voting rights permitted under Florida Statutes §617 including the rights to elect directors and vote on proposed amendments to these Articles of Incorporation. Membership shall be transferable in accordance with the Bylaws.

#### ARTICLE X. BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in Florida Statutes §617, the Bylaws of this corporation may be made, altered, rescinded, added to, or new laws may be adopted, either by a resolution of the Board of Directors approved by the member, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI. DURATION

The term of existence of the corporation is perpetual.

ARTICLE XII. REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 7181 College Parkway, Suite 30, Fort Myers, Florida 33907, and the name of its registered agent at said address shall be Beverly A. Lindgren.

ARTICLE XIII. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors. Amendments may be adopted only by the member.

ARTICLE XIV. INCORPORATOR

The name and address of the incorporator of the corporation is:

Beverly A. Lindgren  
7181 College Parkway, Suite 30  
Fort Myers, Florida 33907

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation this 1st day of August, 1995.

Beverly A. Lindgren  
Beverly A. Lindgren  
Incorporator

I hereby acknowledge and accept assignment as registered agent of the corporation.

Beverly A. Lindgren  
Beverly A. Lindgren  
Registered Agent