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JANET ATHANASAS, ESQ.
3448 Depew Avenue
Port Charlotte, FL 33952

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1. _____
(Corporation Name) (Document #)
- 2. _____
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- 3. _____
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- 4. _____
(Corporation Name) (Document #)

Walk in Pick up time _____

Certified Copy **W95-25035**

Mail out Will wait Photocopy

Certificate of Status **626
2295**

| NEW FILINGS | |
|-------------------|--|
| Profit | |
| NonProfit | |
| Limited Liability | |
| Domestication | |
| Other | |

| AMENDMENTS | |
|---------------------------------------|--|
| Amendment | |
| Resignation of R.A., Officer/Director | |
| Change of Registered Agent | |
| Dissolution/Withdrawal | |
| Merger | |

| OTHER FILINGS | |
|------------------|--|
| Annual Report | |
| Fictitious Name | |
| Name Reservation | |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|--|
| Foreign | |
| Limited Partnership | |
| Reinstatement | |
| Trademark | |
| Other | |

Examiner's Initials

1-9-96
2/4



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1995

JANET ATHANASAS, ESQ.
3448 DEPEW AVENUE
PORT CHARLOTTE, FL 33952

SUBJECT: SMORGAN, INC.
Ref. Number: W95000025035

We have received your document for SMORGAN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 995A00055519

Janet Athanasas
Attorney at Law

3448 Depue Avenue
Port Charlotte, FL 33952

(941) 766-0443

January 5, 1996

Kathy Hyman, Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Ref: SMORGAN, INC. (W95000025035)
THE EMCC CORP. (W95000025033)

Dear Ms. Hyman:

Enclosed please find the Articles of Incorporation for the above referenced Not for Profit Corporations, complete with the necessary revisions as outlined in your correspondence dated December 28, 1995.

Pursuant to our phone conversation earlier this week, please file the articles to both corporations with a January 1996 date so that my clients will not have to file annual reports with the Secretary of State until 1997.

Thank you for your help in this matter.

Sincerely,



Janet Athanasas

JA:jpl

enc.

ARTICLES OF INCORPORATION

OF

SMORGAN, INC.

The undersigned natural person, being of legal age, does hereby subscribe for the purpose of forming and organizing a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and hereby adopts the following Articles of Incorporation covering the existence and organization of this corporation.

ARTICLE I NAME

The name of this corporation shall be SMORGAN, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 24246 Harborview Road, Charlotte Harbor, Florida 33980.

ARTICLE III NONSTOCK ORGANIZATION

The not for profit corporation shall be upon a nonstock basis and qualification for membership and the manner of admission shall be as regulated by the bylaws.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Elizabeth V. Morgan, 24246 Harborview Road, Charlotte Harbor, Florida 33980.

ARTICLE V INCORPORATORS

The name and address of the incorporator to these Articles of

Incorporation is Janet Athanasas, 3448 Depew Avenue, Port Charlotte, Florida 33952.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three directors, and the names and addresses of the first directors of this corporation shall be Elizabeth V. Morgan, 24246 Harborview Road, Charlotte Harbor, Florida 33980, Robert A. Swan, 24246 Harborview Road, Charlotte Harbor, Florida 33980, and Edward D. Powers, 22181 Riverhead Avenue, Port Charlotte, FL 33949.

ARTICLE VII BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors, the number of which will be determined by the initial board of directors as stated in the bylaws of the corporation. Any additional board members will be elected by majority vote of the board at its annual meeting. The Board of Directors shall elect the officers of the corporation, which shall consist of a President, a Vice President, and a Secretary/Treasurer, and such additional officers as the Directors may provide for. The Board of Directors may elect an executive committee and may delegate to it, as well as to the officers of the corporation, such powers as they deem advisable. All such officers shall have such tenure of office, powers and duties as may be prescribed by the bylaws or the Board of Directors by appropriate resolution.

ARTICLE VIII PURPOSE

The purpose for which this corporation is organized is to provide long term residential care to mentally and physically

handicapped adults through a group home setting. Additional group homes may be added as needed.

There are no provisions in these Articles which limit in any manner the corporate powers authorized under this act, except that should this organization seek and obtain tax exempt status, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE IX ACTIONS WITHOUT MEETINGS

The Board of Directors may take any action that could be taken at a meeting, without a meeting, provided written consent(s) describing the action(s) taken are signed by each director or committee member, as provided for in the Florida Not For Profit Corporation Act.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify and save its officers and directors of and from any suits, actions, or judgements arising out of their conduct of the affairs of the corporation, in which any liability shall be alleged or imposed upon any of the corporation's officers or directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any other charges that said officers or directors may incur in the defense of any claim, suit, or action that may be instituted against said officer or

director in his or her individual capacity, it being the purpose and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf, to the maximum extent indemnification is permitted under the Florida Not For Profit Corporation Act.

ARTICLE XI BYLAWS

The original bylaws of this corporation shall be made, prepared and adopted by the initial Board of Directors; thereafter, the said bylaws may be amended, changed, repealed or enlarged by a majority vote of the Board, in person or by proxy, at any regular meeting of said Board or any special meeting called for such purposes.

ARTICLE XII MEETING LOCATIONS

All meetings of the directors and officers may be held within or without the State of Florida, upon such call and notice as may be prescribed by the bylaws or statutes.

ARTICLE XIII CONFLICTS OF INTEREST

No contract or act of transaction of the corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or officer of the corporation is a party to or interested in such contract or transaction, and each and every director and officer of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of her/himself, or any firm, association or corporation in which s/he may be anywise interested, provided the fact of such relationship

or interest is disclosed or known to the members entitled to vote on such contract or transaction and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members, in accordance with the Florida Not For Profit Corporation Act.

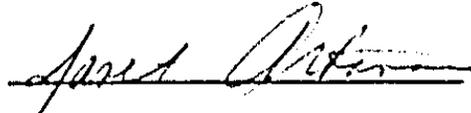
ARTICLE XIV DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE XV DISSOLUTION

Upon dissolution of this not for profit corporation, assets shall be distributed for one or more exempt purposes within the meaning of applicable Internal Revenue Code provisions, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the not for profit corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

The undersigned incorporator has executed these Articles of
Incorporation this 15th day of December, 1995.


Janet Athanasas

ACCEPTANCE BY REGISTERED AGENT

I, ELIZABETH V. MORGAN, whose office is located at 24246 Harborview Road, Charlotte Harbor, Florida 33980, having been named as Registered Agent to accept service of process for SMORGAN, INC., do hereby accept designation as this corporation's initial Registered Agent. 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.

Elizabeth V. Morgan
Elizabeth V. Morgan

12/11/95
Date

N96000000/42

SMORGAN INC.
24246 HARBORVIEW RD • CHARLOTTE HARBOR, FL 33980 • Telephone 941-627-5755 • Fax 941-743-056

SMORGAN INC
24246 HARBORVIEW RD.
CHARLOTTE HARBOR, FL. 33980

DIVISION OF CORPORATIONS
P.O. BOX 8327
TALLAHASSEE, FL. 32314

Please submit these amendment to our Articles of Incorporation
Document # N96000000142
EIN # 65-0831727
Please mail a Certified copy of same to:

Smorgan Inc.
C/O Elizabeth Morgan
24246 Harborview Rd.
Charlotte Harbor, Fl. 33980

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SECRETARY OF STATE
57 AUG -6 AM 11:23

Amend

CONFIDENTIAL
7-10-86 11:23

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
SMORGAN, INC.**

Pursuant to the provisions of section 017.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: **Article XIII** Dissolution.

Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal Government, or to a state or local government, for public purpose

However, if the named recipient is not then in existence or no longer a qualified distribute, or willing or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

SECOND: Amendment adopted: **Article XIV** Charitable Organization

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501 (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code,

THIRD: Amendment adopted: **Article XV** EARNINGS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 Section 501 (c)(3) purposes. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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 (or corresponding section of any future federal tax code) or B) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

FORTH: The date of adoption of the amendments was: Aug 1, 1997.

FIFTH: Adoption of Amendment (check one)

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There were no members entitled to vote on the amendment. The amendment was adopted by the board of directors.

Smorgan, Inc.
Corporation Name

Elizabeth Morgan
Signature of Chairman, Vice Chairman, President or other officer

Elizabeth Morgan
Typed or printed name

CEO 8/2/97
Title Date