

N96000000143

Janet Athanasas
Attorney at Law

2448 Depue Avenue
Port Charlotte, FL 33952

FILED

(941) 766-0445

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RECEIVED
TALLAHASSEE, FLORIDA

December 15, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314


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-12/20/95--01030--002
****122.50 ****122.50

Ref: The EMCC Corp.
Smorgan, Inc.

Dear Sir or Madam:

Enclosed please find an original and one conformed copy of the articles of incorporation for the above referenced corporations, along with two checks for \$122.50 each to cover filing fees.

Sincerely,


Janet Athanasas
JA:jpl

enc.

W95-25033

626

2295

1-9-96
XB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1995

JANET ATHANASAS
3448 DEPEW AVENUE
PORT CHARLOTTE, FL 33952

SUBJECT: THE EMCC CORP.
Ref. Number: W95000025033

We have received your document for THE EMCC CORP. 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: 595A00055516

ARTICLES OF INCORPORATION
OF
THE EMCC CORP.

FILED
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TALLAHASSEE, FLORIDA

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 THE EMCC CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 22286 Vick Street, 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, 22286 Vick Street, 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, Florida 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 adult training to improve the daily quality of life of

mentally and physically handicapped persons over the age of majority, by teaching the living and self-care skills necessary so that such persons may enter or re-enter the mainstream of the community, with their independence being the ultimate long term goal.

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 anyway 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 22286 Vick Street, Charlotte Harbor, Florida 33980, having been named as Registered Agent to accept service of process for THE EMCC CORP., 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

12/18/95
Date

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TALLAHASSEE, FLORIDA

N96000000143



EMCC CORP.

22286 VICK STREET
CHARLOTTE HARBOR, FL. 33980

Telephone 941-255-5551
Fax 941-255-5529

Please submit this amendment to our Articles of Incorporation
Document # N96000000143
EIN # 65-0626245

Please mail a Certified copy of same to:

800002170388--1
-05/07/97--01127--004
*****87.50 *****87.50

The EMCC Corp.
C/O Elizabeth Morgan
22286 Vick Street
Charlotte Harbor, Fl. 33980

Thank You

Elizabeth Morgan
Elizabeth Morgan

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY 27 PM 12:21

FILED

SH 5/29
Amend.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 14, 1997

Elizabeth Morgan
EMCC Corp.
22286 Vick St.
Charlotte Harbor, FL 33980

SUBJECT: THE EMCC CORP.
Ref. Number: N96000000143

We have received your document for THE EMCC CORP. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 797A00025829

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
EMCC CORP.**

Pursuant to the provisions of section 617.1000, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: **Article XV** 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, 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: The date of adoption of the amendment was: May 1, 1997.

THIRD: 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.

EMCC CORP.
Corporation Name

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

Elizabeth Morgan
Typed or printed name

CEO. 5/19/97
Title Date