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February 23, 1996

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Secretary of State
Division of Corporations
Corporate Records Bureau
P. O. Box 6327
Tallahassee, FL 32314

Re: First Call for Help of Pasco County, Inc.

Dear Sir:

Enclosed is an original and duplicate copy of the Articles of Incorporation for this proposed corporation.

The duplicate copy has been acknowledged by the incorporator in the same manner as the original. Please endorse your approval of the Articles on the duplicate copy and return it to the attention of the undersigned.


A check in the amount of \$122.50 is enclosed to cover the registered agent fee, the filing fee and the charter tax.

If you find any problems with the enclosed documents, please contact the undersigned by telephone rather than returning the same.

Thank you for your attention to this matter.

Very truly yours,

THORNTON, TORRENCE & GONZALES, P.A.


ALFRED W. TORRENCE, JR.

jm
Enclosure

FILED
96 FEB 27 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTERED FEB 29 1996

**ARTICLES OF INCORPORATION
OF
FIRST CALL FOR HELP OF PASCO COUNTY, INC.**

FILED
96 FEB 27 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.

Article 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be:

**FIRST CALL FOR HELP OF PASCO COUNTY, INC.
10934 U.S. Highway 19
P.O. Box 609
Port Richey, FL 34673-0609**

ARTICLE 2: CORPORATE PURPOSE

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. More specifically, the Corporation is organized for the purpose of:

The primary mission of the Corporation is to maintain and operate an information and referral system for the County of Pasco, Florida, in order that citizens of the County who are in need of social services regardless of financial status, age, or sex may be referred to the appropriate agency/organization within the County. The Corporation will pursue the following specific objectives:

1. Maintain and keep current a registry of agencies/organizations in the County who provide the range of social services available to residents.
2. Provide and publicize a telephone access number to be called by those in need of these services.
3. Provide and train a staff of qualified persons to receive calls for assistance and direct the callers to the appropriate agency/organization.
4. Publish a bi-annual directory of agencies/organizations providing services in the County.

5. Maintain a close relationship with the United Way of Pasco County and provide assistance and consultation as may be requested.

ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted not-for-profit corporations under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

No part of the net earnings of the Corporation shall inure to benefit of or be distributable to its members, trustees, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

Notwithstanding any other provisions of these Articles, this organization 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 or by a corporation organized under Florida Statute Chapter 617.

ARTICLE 4: DURATION OF CORPORATION EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the 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 a public purpose. Any such assets not so disposed of shall be disposed of by a Court or 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 said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE 6: MEMBERS

6.01 Eligibility. Membership status shall be determined by The Board of Directors

In the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, inactive, honorary, sustaining, and lifetime membership, and establish membership fees therefor.

8.02 Dues. Dues, if any, for the various classes of membership shall be determined from time to time by the Board of Directors in the adoption of Bylaws and Amendments thereto.

ARTICLE 7: SUBSCRIBERS

The name and residence of the sole subscriber to these Articles of Incorporation is:

Edward C. Blommel	Tampa Electric Company P.O. Box 588 Dade City, FL 33526-0588
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ARTICLE 8: OFFICERS

8.01 Defined. The affairs of the Corporation shall be managed by a president, a vice president, a secretary, and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.

8.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

8.03 Initial. The names and addresses of the officers who are to serve until the first annual meeting are:

<u>OFFICER</u>	<u>NAME AND ADDRESS</u>
PRESIDENT	Edward C. Blommel Tampa Electric Company P.O. Box 588 Dade City, FL 33526-0588
VICE PRESIDENT/ SECRETARY	Cherry D. Kinnunen 5801 Main Street New Port Richey, FL 34852

TREASURER

Kurt S. Browning
Supervisor of Elections
38053 Live Oak Ave, Room 212
Dade City, FL 33525-3892

ARTICLE 9: BOARD OF DIRECTORS

9.01 The Corporation shall be governed by a Board of Directors each of whom shall be members of the Corporation and shall be elected in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws, but in no case shall the number of Directors be less than three (3).

9.02 The number of Directors constituting the initial Board of Directors is three (3) persons and the names and addresses of those who are to serve as initial Directors until the first annual meeting of the Corporation and the election and qualification of their successors are as follows:

NAME

ADDRESS

Edward C. Blommel

Tampa Electric Company
P.O. Box 588
Dade City, FL 33526-0588

Cherry D. Kinnunen

5801 Main Street
New Port Richey, FL 34652

Kurt S. Browning

Supervisor of Elections
38053 Live Oak Ave, Room 212
Dade City, FL 33525-3892

ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that the notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least five days prior to such meeting.

ARTICLE 11: INDEMNIFICATION

The Corporation shall indemnify each current or former officer, director, employee and volunteer to the full extent permitted by the Florida Not For Profit Corporation Act and the Florida General Corporation Act.

ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting, containing the text of the proposed amendments, shall be furnished each member not less than ten days prior to such meeting.

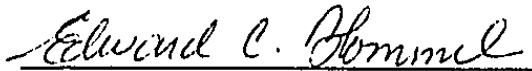
ARTICLE 13: REGISTERED AGENT

The Corporation's initial registered agent maintains offices at:

First Call For Help of Pasco County, Inc.
10934 US. Highway 19
P.O. Box 609
Port Richey, FL 34673-0609

and the registered agent at that address is Cathryn Ann Rowdon.

Date this day 23 of February, 1996.


Edward C. Blommel, Incorporator

STATE OF FLORIDA

COUNTY OF PASCO

FILED
96 FEB 27 PM 1:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 23 day of February, 1996, by Edward C. Blomme who is personally known to me or has produced _____ as identification and who did not take an oath.

Scarlett D. Smith
Notary Public - State of Florida

My commission Expires: April 3, 1998



SCARLETT D. SMITH
COMMISSION # GC 380967
EXPIRES APR 3, 1998

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above state non-profit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 23 day of February, 1996.

Cathryn Ann Rowdon
Cathryn Ann Rowdon, Registered Agent