

N96 00002213



PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
830 N. E. 25TH AVENUE
OCALA, FLORIDA 34470-2038

H. EDWARD DEAN
JONATHAN S. DEAN
BRYAN E. DEAN
ROBERT A. STEINER
DARYL K. NEDELISKY
TIMOTHY S. DEAN
ALBERT J. VIDAL
RONALD P. GREENINGER

March 27, 1996

95 APR 22 10:39
TALLAHASSEE, FLORIDA
FAX NUMBER 904-200-4787
TELEPHONE NUMBER 904-200-4100

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: Elder Helpers, Inc.

800001759948
-03/27/96--01088--015
****122.50 ****122.50

Dear Sirs:

Enclosed herewith please find our firm's check in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, P.A.

Lisa M. Wilson
Legal Assistant

/lmw
Enclosures

U:\TRISESTATE\ART

F. CHESSEY APR 24 1996

~~W96-7152~~
~~634-615~~
796A 1524



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1996

LISA M WILSON
DEAN & DEAN PA
230 NE 25 AVE
OCALA, FL 34470-2938

SUBJECT: ELDER HELPERS, INC.
Ref. Number: W96000007152

We have received your document for ELDER HELPERS, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 796A00015224

FILED
96 APR 22 AM 10:39
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ELDER HELPERS, INC.
FLORIDA NONPROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is **ELDER HELPERS, INC.** The corporation's principal office address is 4224 North Stanwyck Terrace, Beverly Hills, Florida 34465.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

Purposes

The primary purpose for which this corporation is formed is to assist the elderly with their transportation needs.

ARTICLE V

Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors. The number of

FILED
96 APR 22 AM 10:39
TALLAHASSEE, FLORIDA

Directors of the corporation shall be four (4), provided, however, that such number may be changed by bylaw duly adopted by the members. In no case shall the number of members of the Board of Directors be less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

The Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 4224 North Stanwyck Terrace, Beverly Hills, Florida 34465 on March 1st of each year at 10:00 a.m., or at any such other time or place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

James R. Pitts	4224 North Stanwyck Terrace Beverly Hills, Florida 34465
Milo Elwood Emmerson	4554 East Windmill Drive Inverness, Florida 34450
Joseph Nichols	77 West Sugarberry Lane Beverly Hills, Florida 34465
Gloria Nichols	77 West Sugarberry Lane Beverly Hills, Florida 34465

(b) Corporate 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. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	James R. Pitts
Vice President	Milo Elwood Emmerson
Secretary	Gloria Nichols
Treasurer	Joseph Nichols

ARTICLE VI

Earnings and Activities of the Corporation

(a) No part of the net earnings of the corporation shall inure 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 IV hereof.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

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) of the Internal Revenue Code of 1954 (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 VIII

Membership

The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

ARTICLE IX

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

James R. Pitts	4224 North Stanwyck Terrace Beverly Hills, Florida 34465
Milo Elwood Emmerson	4554 East Windmill Drive Inverness, Florida 34450
Joseph Nichols	77 West Sugarberry Lane Beverly Hills, Florida 34465
Gloria Nichols	77 West Sugarberry Lane Beverly Hills, Florida 34465

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted either by a resolution of the Board of Directors, or by following the procedures set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated and no part of the net income or net assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 4224 North Stanwyck Terrace, Beverly Hills, Florida 34465 and the name of its registered agent at said address shall be JAMES R. PITTS.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida have executed these Articles of Incorporation on this 22ND day of MARCH, 1996.

James R. Pitts
JAMES R. PITTS

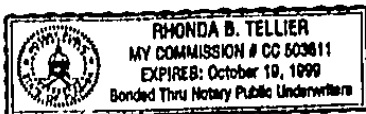
Milo Elwood Emerson
MILO ELWOOD EMMERSON

Joseph Nichols
JOSEPH NICHOLS

Gloria Nichols
GLORIA NICHOLS

STATE OF FLORIDA
COUNTY OF CITRUS

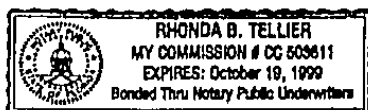
The foregoing instrument was acknowledged before me on the 22ND day of MARCH, 1996 by JAMES R. PITTS, who ~~XXXXXXXXXXXXXXXXXXXX~~ has produced FLDLP320-456-27-137-0 as identification.



Rhonda B. Tellier
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF CITRUS

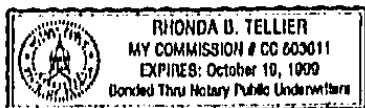
The foregoing instrument was acknowledged before me on the 22ND day of MARCH, 1996 by MILO ELWOOD EMMERSON, ~~XXXXXXXX~~ ~~XXXXXXXXXXXXXXXXXXXX~~ has produced FLDL#E562-545-30-222-0 as identification.



Rhonda B. Tellier
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF CITRUS

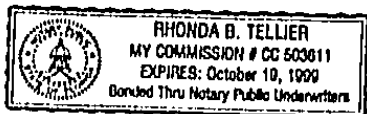
The foregoing instrument was acknowledged before me on the 22ND day of
MARCH, 1996 by JOSEPH NICHOLS, who ~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXX~~ has produced FLDL#NN242-488-31-305-0 as identification.



Rhonda B. Tellier
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me on the 22ND day of
MARCH, 1996 by GLORIA NICHOLS, who ~~XXXXXXXXXXXXXXXXXXXX~~
~~XXXXXX~~ has produced FLDL#N 242-283-35-525-7 as identification.



Rhonda B. Tellier
NOTARY PUBLIC

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE 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: Eldar Helpers, Inc.

FILED
96 APR 22 AM 10:39
TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

James R. Pitts

(Name)

4224 North Stanwyck Terrace

(P.O. Box not acceptable)

Beverly Hills, Florida 34465

(City/State/Zip)

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

James R. Pitts
(Signature) JAMES R. PITTS

4-12-96

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL