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(((H96000005895))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: THE H.O.W. CLUB, INC.

FAX AUDIT NUMBER: H96000005895

CURRENT STATUS: REQUESTED

DATE REQUESTED: 04/26/1996

TIME REQUESTED: 09:09:50

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 075350000123

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ARTICLES OF INCORPORATION
OF

The H.O.W. CLUB, INC.

The undersigned, acting as incorporators of The H.O.W. CLUB, INC. under the Florida Not-For-Profit Corporation Act, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: The H.O.W. CLUB, INC.

ARTICLE II. DURATION

The corporation will have perpetual existence.

ARTICLE III. PURPOSES

The corporation is organized and will be operated exclusively for such educational, cultural 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 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law.

The corporation's primary purpose is the advancement of educational and other charitable purposes, by the distribution of its funds for such purposes, and in particular to provide a place for and encourage meetings and social activities for 12-step, self-help groups, including but not limited to those dealing with recovery from alcohol or substance abuse; provided, however, no part of the net earnings will inure to the benefit of any member, director or officer.

Prepared By: James R. Freeman, Esq. (FL Bar #261971)
Shear, Newman, Hahn & Rosenkranz, P.A.
201 E. Kennedy Blvd., 10th Floor
Tampa, FL 33602
(813) 228-8530

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ARTICLE IV. POWERS AND OPERATING PROCEDURES

A. The corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes. It shall possess all of the powers enumerated in Chapter 617, Florida Statutes, as well as subsequent amendments or restatements thereto, including, but not limited to, the power to:

1. solicit and receive funds, gifts, endowments, donations, devises and bequests;
2. hold any property, or any undivided interest therein, without limitation as to amount or value;
3. dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the corporation's board of directors, will best promote the purposes of the corporation, without limitation, except such limitations, if any, as may be contained in the instrument pursuant to which such property is received, these Articles of Incorporation, the Bylaws of the corporation, or any applicable laws; and
4. participate in joint ventures or other legal entities and the formation of same, and to do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not any act or thing for the pecuniary profit or financial gain of any of its Members, any member of

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its board of directors, or any of its officers, except (i) as permitted under the Florida Not-For-Profit Corporation Act and (ii) as will not adversely impact the corporation's status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

B. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to the corporation and reasonable amounts expended by reason of the corporation's effecting one or more of its purposes) and no member, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. 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 of 1986 as amended (or the corresponding provision of any

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future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V. MEMBERS

Eligibility, classification, obligations, duties and liabilities of members and the manner of admission of members shall be determined and fixed by the corporation's bylaws. The members of this Corporation shall have no right to vote except as specifically provided in these Articles or in the corporation's bylaws. The corporation does not discriminate against any member, client, volunteer or employee on the basis of race, age, sex, handicap, religion, national origin or ancestry.

ARTICLE VI. PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The street and mailing address of the initial principal office is 2600 West Mohawk Avenue, Tampa, Florida 33614.

The name of the corporation's registered agent at the registered office is James R. Freeman. The address of the registered agent is 201 E. Kennedy Blvd., #1000, Tampa, Florida 33602.

ARTICLE VII. BOARD OF DIRECTORS

A. Management of Corporate Affairs. The corporation shall be managed, its properties controlled and its affairs governed under the direction of its board of directors. The board

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of directors shall be elected in the manner provided in the corporation's bylaws.

B. Initial Board of Directors. The corporation shall not have less than three (3) directors. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Craig Widoff	912 E. Curtis Street, Tampa, FL 33603
Nakita Richmond	P.O. Box 152864, Tampa, FL 33684
Kevin Squitieri	2600 W. Mohawk, Tampa, FL 33614
Martin Pope	3605 B. Powhattan, Tampa, FL 33610
Bob McIlwain	P.O. Box 82303, Tampa, FL 33682

ARTICLE VIII. NAME AND ADDRESS OF INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
James R. Freeman	201 E. Kennedy Blvd., #1000 Tampa, FL 33602

ARTICLE IX. AMENDMENT OF BYLAWS

Except as otherwise required by law, the bylaws of the corporation may be amended, altered or rescinded, or new bylaws may be adopted at any regular meeting of the board of directors, or at a special meeting of the board of directors called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten (10) days prior to such regular or special meeting. To be adopted, such amendment must receive an affirmative vote of the majority of the members of the board of directors present at a duly constituted meeting. An amendment to the bylaws that changes or deletes a greater quorum or voting

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requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirements prescribed in the provision being amended.

ARTICLE X. DISSOLUTION

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after the payment of the corporation's lawful debts, shall be distributed to an organization or organizations qualified as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) and engaged in affairs and having purposes substantially similar to those of the corporation. Such organization or organizations shall be selected by the corporation's last board of directors. To the extent the board of directors fails to make such a selection, the assets will be disposed of by a court of competent jurisdiction in the county in which the corporation's principal office 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 XI. AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law and all rights conferred on members are

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subject to this reservation. These Articles of Incorporation may be amended at any regular meeting of the board of directors, or at a special meeting of the board of directors called for that purpose, provided that written notice of the proposed amendment shall have been given at least ten days prior to such regular or special meeting. To be adopted, such amendment must receive an affirmative vote of the majority of the members of the board of directors present at a duly constituted meeting. An amendment to the Articles of Incorporation that changes or deletes a greater quorum or voting requirement must meet the same quorum or voting requirement and be adopted by the same vote and voting quorum required to take action under the quorum and voting requirements prescribed in the provisions being amended.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25 day of APRIL, 1996.


JAMES R. FREEMAN

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 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: The H.O.W. CLUB, INC.
2. The name and address of the registered agent and office is:

James R. Freeman, Esq.
201 E. Kennedy Blvd., #1000
Tampa, FL 33602

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. Freeman

Date: APRIL 25, 1996

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