

N960000003342

JANE M. MAHER
7601 Rustic Drive
Tampa, Florida 33634
(813)884-2213

June 15, 1996

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

8000001872088
-06/24/96--01004--001
*****70.00 *****70.00

Dear Sir or Madame:

Enclosed please find the Articles of Incorporation for The Men's Home, Incorporated, a corporation not-for-profit. Also enclosed is a check in the amount of \$70.00 for the filing fee.

Should you have any questions or require any additional information, please do not hesitate to contact me.

Sincerely,

Jane M. Maher

JMM:efc

Enclosures

FILED
96 JUN 21 AM 9 30
TALLAHASSEE, FLORIDA

SMS
6/24/96

**ARTICLES OF INCORPORATION
OF
THE MENS HOME, INCORPORATED
(A corporation not-for-profit)**

FILED
96 JUL 21 AM 9 30
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby make, subscribe, acknowledge and file the following Articles of Incorporation:

ARTICLE I

Name and Address

The name of the corporation shall be The Mens Home, Incorporated (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its offices shall be located at 7601 Rustic Drive, Tampa, Florida 33634.

ARTICLE II

Term

This corporation shall have perpetual existence.

ARTICLE III

Purposes

This Corporation is formed exclusively for the purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida and not for a pecuniary profit or financial gain. The specific purposes for which the Corporation is organized are as follows:

1. To establish and maintain an organization dedicated to providing residential group homes for adults with developmental disabilities.
2. To promote a standard of excellence in providing residential care for adults with developmental disabilities.
3. To promote an opportunity for adults with developmental disabilities to participate in a wholesome residential atmosphere.
4. To serve as a facilitator and information bureau for families and friends of adults with developmental disabilities.

5 To provide financial and volunteer support for activities directed to improve the quality of life for adults with developmental disabilities.

6 To provide opportunities for social, emotional and educational development of adults with developmental disabilities and encourage family and community participation in activities for adults with developmental disabilities.

7 To disseminate the aims and activities of the Corporation to the general public in a manner intended to evoke public involvement and support.

8 To solicit contributions from the community, educational foundations and corporation in furtherance of the corporation's objectives, to prudently invest all funds received and, in its discretion or in accordance with any restrictions placed upon contributions received, to disburse the net interest and other earnings that may be received, as well as needed portions of its principal, in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives.

9 To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and this charter.

10 To operate exclusively in any manner for such charitable and educational purposes as will qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under corresponding provision of any subsequent federal tax laws.

Restrictions

Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift contribution, investment return or other source, shall be used and applied exclusively for charitable or educational purposes, and so that no part of the net earnings of the Corporation will in any event inure to the personal benefit of any member of the Corporation or to any organization or other individual; provided, however that reasonable compensation may be paid in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above.

The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purpose specified in Section 501(c)(3), Internal Revenue Code of 1986, as now or hereafter amended; and no part of the principal assets or net income of the Corporation shall in any event be paid or contributed to any organizations or individuals, any substantial part of the activities of which consists of attempting to influence legislation

by propaganda or otherwise or which participates or intervenes in any political campaign on behalf of any candidate for public office.

ARTICLE IV

Membership

Any person who is interested in furthering the purposes of the Corporation and that qualifies for membership in accordance with the bylaws of the Corporation may become member upon approval of the application for membership of such person by the Board of Directors.

ARTICLE V

Subscribers

The names and address of the subscriber of the Corporation are as follows:

Anna Mazzenga
5304 Putnam Court
Tampa, Florida 33624

Jane M. Maher
7601 Rustic Drive
Tampa, Florida 33634

Eileen F. Crawford
15503 Bear Creek Drive
Tampa, Florida 33624

Helen Ennis
1214 East Crenshaw Street
Tampa, Florida 33604

ARTICLE VI

Registered Agent

The name of the initial registered agent of the Corporation is Jane M. Maher, 7601 Rustic Drive, Tampa, Florida 33634.

ARTICLE VII

Initial Directors

There shall be four directors constituting the Corporation's initial board of directors. The name and address of each person who is to serve as an initial director is:

Anna Mazzenga
5304 Putnam Court
Tampa, Florida 33624

Jane M. Maher
7601 Rustic Drive
Tampa, Florida 33634

Eileen F. Crawford
15503 Bear Creek Drive
Tampa, Florida 33624

Helen Ennis
1214 East Crenshaw Street
Tampa, Florida 33604

ARTICLE VII

Management

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The number of initial directors of the Corporation shall be five, provided, that such number may be changed from time to time by a bylaw duly adopted by the Board of Directors. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified.

The internal organization of the Board shall involve the election from among its membership of a Chairman, Vice Chairman, Secretary, Treasurer and such other officers as may, in the opinion of the board, from time to time be necessary to adequately administer the affairs of the Corporation, such offices to be filled by vote of the Board of Directors and such officers to hold office until their successors are duly elected and qualified. No two or more of the four offices expressly identified above may be held by the same individual. The officers of the Corporation shall have such duties as may be specified by the Board or the Bylaws of the Corporation and shall serve without compensation. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Corporation.

ARTICLE IX

Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. Upon proper notice, the Bylaws, as so adopted, may be amended, altered or rescinded by a three quarters vote of those members of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE X

Amendments

Upon proper notice, these Articles of Incorporation may be further amended by a three quarters vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE XI

Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or to the benefit of any private individual.

ARTICLE IX

Distribution of Assets

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusively public purposes.

ARTICLE IX

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suite or proceeding to be liable for willful misconduct.

We, the undersigned, constituting the incorporators of this Corporation, and including all the persons herein named as subscribers of this Corporation, hereby form this Corporation as a non-profit charitable corporation under the laws of Florida and have executed these Articles of Incorporation this 15th day of May, 1996.

Anna Mazzenga
Anna Mazzenga

Jane M. Maher
Jane M. Maher

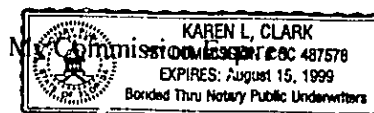
Eileen F. Crawford
Eileen F. Crawford

Helen Ennis
Helen Ennis

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

Before me, the undersigned authority, personally appeared to Anna Mazzenga, Jane M. Maher, Eileen F. Crawford and Helen Ennis, known to me to be the individuals described above and who executed the foregoing instrument for the uses and purposes herein set forth.

Karen L. Clark
NOTARY PUBLIC, State of Florida
at Large



**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091, 617.023 and 607.0501, Florida Statutes, The Mens Home, Incorporated, desiring to organize under the laws of the State of Florida, hereby designates Jane M. Maher, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 7601 Rustic Drive, Tampa, Florida 33634, the business office of its Registered Agent, as its Registered Office.

The Mens Home, Incorporated

By: Jane M. Maher
Jane M. Maher

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091, 617.023 and 607.0501, Florida Statutes.

Jane M. Maher
Jane M. Maher

66 JUL 21 PM 9 39

FILED