


Gifford and Associates



2136 GULF GATE DRIVE • SUITE 6 • SARASOTA, FLORIDA 34231-4807 • (813) 923-3323

 N960000003696

July 10th, 1996

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

900001892719
-07/12/96--01093--007
****122.50 ****122.50

To whom it may concern:

Enclosed herein are executed Articles of Incorporation in duplicate for the purpose of securing approval of the Articles of Incorporation for the proposed corporation to be named HUNTERS' Handicapable Education And Rehabilitation Training Services, Inc. Also enclosed is an executed Certificate designating Barton P. Gifford, Sr. as Resident Agent for this corporation, together with our draft in the amount of \$122.50

We have enclosed a copy of these Articles of Incorporation for certification Purposes

Thank you for your assistance.

God Bless and have a super day.

Sincerely yours,

Barton P. Gifford, Sr.

BARTON P. GIFFORD, Sr.

BPG:alc
Enclosures

JUL 15 1996 BSB

FILED
96 JUL 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF INCORPORATION
OF

96 JUL 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HUNTERS' Handicapable Education And Rehabilitation Training Services, Inc.

A Not for Profit Corporation

The articles of incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows

ARTICLE I -- NAME

The name of this corporation is HUNTERS' Handicapable Education And Rehabilitation Training Services, Inc. The principal office and the mailing address of the corporation is HUNTERS' H E A R T S 2409 Ravine Drive West, Ruskin, FL 33570 or such other address within the State of Florida as the Board of Trustees may from time to time designate.

ARTICLE II -- TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III -- PURPOSES, POWERS AND LIMITATIONS

(a) Purposes.

(1) The nature, objects and purposes, for which this corporation exclusively organized and operated are:

(A) To promote community access for people who are developmentally disabled;

(B) To provide and operate a facility for the education and training of people who are developmentally disabled;

(C) To advance the knowledge and acquisition of daily living skills by those people who are developmentally disabled admitted to the facility provided and operated by the corporation;

(D) To lessen the burdens of government by teaching people who are developmentally disabled all aspects of independent living with the community;

(E) To encourage and promote the community resources by providing people who are developmentally disabled opportunities to explore and discover life enrichment activities in the Tampa Bay area;

(F) To create community awareness and support for people who are developmentally disabled and

(G) To specifically engage in teaching, educating and supporting all endeavors that enhance the rights, dignity and overall quality of life of people who are developmentally disabled in the County of Hillsborough and other counties in the State of Florida..

(2) This corporation shall receive and maintain funds and real and/or personal property and subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole or any part of the income therefrom and the principal thereof exclusively for its charitable and educational purposes.

(b) Not for Profit Status.

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed as dividends to any member, director, officer or other private person except that the Corporation shall be empowered and authorized to pay reasonable compensation for services rendered by its members, Trustees or officers and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(ii) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activity 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 (or corresponding provision of any future United States Internal Revenue Law), or the regulations issued thereunder, or (b) by a corporation or other organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the correspondent provision of any future United States Internal Revenue Law), or the regulations issued thereunder

(iv) Notwithstanding any other provisions of these Articles, this Corporation shall not, except to an insubstantial degree engage in any activity or exercise any power that is not in furtherance of the purposes of this corporation.

(c) Limitations

This corporation shall not operate, directly or indirectly, for the benefit of any specific private individual or individuals, but shall be operated in accordance with applicable federal and State statutes, regulations and rules for the operation of a group home for people who are developmentally disabled.

(d) Dissolution

In the event of dissolution or final liquidation of the Corporation the residual assets of the Corporation will be transferred to one or more organizations which are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code of 1986, or to the federal, state or local government for exclusive public purpose.

(e) Powers

This Corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized. The Corporation shall be operated exclusively for and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.

ARTICLE IV -- MEMBERS

(a) Membership. The members of this institute shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Trustees of the institute in accordance with the provisions of the bylaws of the institute.

(b) Other Qualifications, Rules, Rights. Further qualifications for membership and the manner of admission to membership, termination of membership and the rights of membership shall be governed by the bylaws of the Corporation.

(c) Not Transferable. Notwithstanding the foregoing membership in the Corporation is not transferable, assignable or otherwise disposable.

ARTICLE V -- TRUSTEES AND OFFICERS

The affairs of this Corporation shall be managed by a Board of Trustees who shall be elected annually by majority vote of the members of the Institute, at a duly called meeting as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Trustees and who shall be members of the Corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided in the bylaws of the Corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the Corporation shall be provided in the bylaws.

The number of Trustees and the manner of filling vacancies on the Board of Trustees shall be provided hereinafter and in the bylaws of the Corporation. A quorum for the transaction of business shall be a majority of the trustees qualified and active, and the act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Trustees. Meetings of the Trustees may be held within or without the State of Florida.

Trustees and officers of this Corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

ARTICLE VI -- BOARD OF TRUSTEES

(a) **Number** The number of Trustees may be increased or decreased from time to time in accordance with the Corporation's bylaws; but the Corporation must always have at least five (5) but no more than nine (9) Trustees.

(b) **Elections** The method of election, terms of office and obligations of the Board of Trustees will be stated in, and governed by the Corporation's bylaws.

(c) **Initial Trustees** The initial members of the Corporation's Board of Trustees are as follows:

Name:	Address
Catherine E. Hunter	2409 Ravine Drive West, Ruskin, Florida 33570
Burnes C. Hunter	2409 Ravine Drive West, Ruskin, Florida 33570
Barton P. Gifford, Sr.	2136 Gulf Gate Drive, Suite One, Sarasota, Florida 34231
Roseann Gorman	6202 Cypress Circle, Bradenton, Florida 34202
Pamela Jarecki	2329 Amanda Drive, Sarasota, Florida 34232
Helen Sue Taylor	3701 31st Avenue West, Bradenton, Florida 34205

The initial members of the Board of trustees shall hold office for the first year of the existence of this corporation or until their successors shall be elected in accordance with the bylaws and shall take office.

ARTICLE VII -- OFFICERS

(a) **Number** The Corporation shall have four officers; a president, a vice president, a secretary and a treasurer.

(b) **Election** Except for the initial officers, the officers shall be elected by the Board of Trustees in accordance with the bylaws.

(c) Initial Officers The initial officers of this Corporation are as follows:

Name	Office	Address
Catherine E. Hunter	President	2409 Ravine Drive West Ruskin, Florida 11570
Burnes C. Hunter	Vice President	2409 Ravine Drive West Ruskin, Florida 33570
Pamela Jarecki	Secretary	2329 Amanda Drive Sarasota, Florida 34232
Catherine E. Hunter	Treasurer	2409 Ravine Drive West Ruskin, Florida 34205

The initial officers shall hold office for the first year of the existence of this Corporation or until their successors shall be elected in accordance with the bylaws and shall take office.

ARTICLE VIII -- INCORPORATOR

The name and address of the person signing the Articles of Incorporation is:

Barton P. Gifford, Sr
2136 Gulf Gate Drive
Suite One
Sarasota, Florida 34231-4807

ARTICLE IX -- INITIAL OFFICE AND RESIDENT AGENT

The street address of the initial registered office of this corporation is c/o Barton P. Gifford, Sr, 2136 Gulf Gate Drive, Suite One, Sarasota, Florida 34231-4807 and the name of the initial Registered Agent of this corporation at such address is Barton P. Gifford, Sr.

ARTICLE IX - BY-LAWS

The bylaws of this Corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Board of Trustees of this Corporation present at any meeting of the Board of Trustees duly called and convened, provided, however, that a quorum is present at the meeting of the Board of Trustees and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Trustees or mailed by the secretary of this Corporation to all of the members of the Board of Trustees at least three (3) days before the meeting.

ARTICLE X -- AMENDMENTS OF ARTICLES OF INCORPORATION

These Articles may be amended as provided in Chapter 617, Florida Statutes, as the same may be amended from time to time, such amendments to be adopted by resolution adopted by the majority vote of the certified members of the Corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the certified members of the Corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each certified member of the Corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the Florida Statutes, as now amended or as same may be amended in the future.

ARTICLE XI -- STOCK

The Corporation shall be organized on a non-stock basis.

A membership card or certificate for certified members, shall serve as evidence of membership. The card or certificate shall provide, on its face, that the corporation is a not for profit Florida Corporation.

The corporation shall assess fees for certified membership and associate membership in the amount and manner provided in the bylaws, and shall accept grants and donations.

ARTICLE XII -- DISPOSITION OF ASSETS IN THE EVENT OF DISSOLUTION

Upon dissolution of the Corporation, its assets shall be used to discharge all then-existing liabilities of the Corporation. Any remaining assets shall be distributed to a Florida not for profit corporation that shares the corporate purposes in Article III, or to the Federal, State or Local Government for public purposes.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposed therein expressed this 10th day of July, 1996.

Barton P. Gifford, Sr.
Barton P. Gifford, Sr.

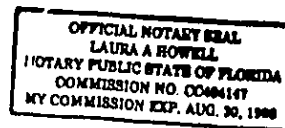
STATE OF FLORIDA)
)S
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority on this 10th day of July, 1996 personally appeared Barton P. Gifford, Sr., who is personally known to me, acknowledged to me that he executed the forgoing instrument voluntarily and of his own free will for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Laura A. Howell
Laura A. Howell

Notary Public



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws 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 HUNTERS' Handicapable Education And Rehabilitation Training Services, Inc..
2. The name and address of the registered agent and office is:

Barton P. Gifford, Sr.
2136 Gulf Gate Drive
Suite One
Sarasota, Florida 34231-4807

ACCEPTANCE BY REGISTERED AGENT

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


Barton P. Gifford, Sr.

Dated: July 10th, 1996

FILED
96 JUL 12 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA