

N96000004460

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

TELEPHONE 904-438-2415
FACSIMILE 904-438-0117
*****11.25 *****11.25

SUBJECT: HEALTH AND HUMAN SERVICES FOUNDATION, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: PAMELA M. BROWN
Name (Printed or typed)

1601 W. GULF ATLANTIC HIGHWAY

Address

WILDWOOD, FLORIDA 34785-8158

City, State & Zip

(352) 330-2177 EXTENTION 6194

Daytime Telephone number

FILED
95 AUG 23 PM 12:16
TALLAHASSEE, FLORIDA
STATE

AUG 27 1996 BSB

NOTE: Please provide the original and one copy of the articles.

95 AUG 23 PM 12:16
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF THE
HEALTH AND HUMAN SERVICES FOUNDATION, INC.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article I. Name: The name of the corporation is the Health and Human Services Foundation, Inc.

Article II. Address: The address of the principal office, and the mailing address of the corporation is 1601 W. Gulf Atlantic Highway; Wildwood, Florida, 34785 8158.

Article III. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1601 West Gulf Atlantic Highway, Wildwood, FL, 34785 8158; and the name of its initial Registered Agent at that address is Pamela Brown.

Article IV. Membership. The corporation shall not have members.

Article V. Not for Profit: The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under Section 501(c)(3) of the United States Internal Revenue Code.

Article VI. Duration. The period during which this corporation is to continue as a corporation is perpetual.

Article VII. Purposes. This corporation is formed for the purpose of carrying out all of the powers listed in Sections 617.0302 and 617.0303, Florida Statutes, and, specifically: to receive, solicit, accept, hold, administer, invest, and disburse funds either generally or, upon request of donors for specific purposes; to acquire property, real, personal, or mixed, by purchase, gift, devise, or bequest, unconditionally, or in trust for specific purposes within the limitation of these Articles; to

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convey, reinvest proceeds, and otherwise administer such trust properties for the purposes for which this corporation is created; and use such funds and property, or the income therefrom, in aiding, supplementing, improving, or expanding existing services, or developing new services, for actual or potential governmental social and economic services clients in Citrus, Hernando, Lake, Marion, and Sumter Counties of the State of Florida; and to perform such acts as are reasonably necessary to accomplish the foregoing purposes. The purposes for which this corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future United States statute replacing those provisions of the Internal Revenue Code.

Article VIII. Limitation. 1. No part of the net earnings of the corporation shall, directly or indirectly, inure to the benefit of, or be distributable to, the corporation's Directors, or Officers. However, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions (including grants and donations) in furtherance of the purposes set forth in Article VII.

2. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

3. 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(a) of the United States Internal Revenue Code as an organization described in Section 501(c)(3) of that Code (or a corresponding provision of any future United States income tax law).

b. by a corporation authorized to receive income tax deductible contributions under Section 170(a) of the United States Internal Revenue Code as an organization described in Section 170(c)(2) of that Code.

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Article IX. Governance of the Corporation. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted, by a Board of Directors. The Board of Directors shall consist of not less than five nor more than fifteen persons, the exact number to be determined by the by-laws of the corporation. The initial membership of the Board of Directors shall consist of the incorporators. Thereafter, new and replacement members of the Board of Directors shall be elected by the Board of Directors as provided in the corporation's by-laws.

Article X. Officers. The Officers of the corporation shall consist of a President, Vice President, and such other officers as may be authorized by the corporation's by-laws.

Article XI. By-laws. The by-laws of the corporation are to be adopted and amended by the Board of Directors.

Article XII. Amendment of Articles. The Board of Directors shall have the power, consistent with law, to amend these articles of incorporation by an affirmative vote of sixty percent of the members of the Board of Directors.

Article XIII. Incorporators. The names and addresses of the incorporators are:

1. Herbert G. Clark
9200A S.W. 83 Court
Ocala, FL 34481
2. Philip Courter
121 N.W. Crystal Street
Crystal River, FL 34428
3. Walter Dry
3418 Knotty Oaks Circle
Spring Hill, FL 34606
4. Earl Samstag
6276 Grover Cleveland Blvd.
Homosassa Springs, FL 34446

Article XIV. Indemnification and Civil Liability Immunity.

1. Pursuant to Section 617.0831, Florida Statutes, the corporation agrees to indemnify and save harmless the Directors,

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Officers, employees, and agents (including recognized volunteers) of the corporation from all claims, suits, actions, judgments, or damages, including court costs, interest, attorney's fees reasonably incurred in connection with any such suit, claim, or action, if the Director, Officer, employee, or agent acted in good faith and in the manner he or she believed to be in the best interest of the corporation.

2. The Directors and Officers shall be immune from personal liability to the extent authorized by Section 617.0834, Florida Statutes.

Article XV. Dissolution. The corporation may be dissolved upon a majority vote of the members of the Board of Directors of the corporation in favor of a resolution of dissolution. Upon dissolution, the Board of Directors shall, after paying or arranging for the payment of all the liabilities of the corporation, turn over the remaining assets of the corporation to one or more organizations which themselves are not for profit and exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, or to the federal or state government, or one or more local governments, for exclusive public purposes.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on _____.

Herb T. Clark
[Signature]
Walter L. Day
Eugene C. Armstrong

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

PURSUANT TO THE PROVISIONS OF SECTION 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:

HEALTH AND HUMAN SERVICES FOUNDATION, INC.

(must include suffix)

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

PAMELA M. BROWN

(NAME)

1601 W. GULF ATLANTIC HIGHWAY

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

WILDWOOD, FLORIDA 34785-8158

(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.


PAMELA M. BROWN (SIGNATURE)

8/20/96
(DATE)