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TRANSMITTAL LETTER

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

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-09/16/96--01066--010
****140.00 ****140.00

SUBJECT: Community Alternative Services Agency, 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 plus \$8.75 for Filing Fee, additional "certificate Certified Copy under seal." & Certificate Total enclosed \$140.00

FROM: Thomas Meehan
Name (Printed or typed)
7946 Bahama Ave.
Address
Port Richey, FL 34668-5938468
City, State & Zip
(813) 842-5628
Daytime Telephone number

FILED
96 SEP 16 PM 1:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/17

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

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

Community Alternative Services Agency, Inc.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

Undetermined - Initial correspondence should be directed to the registered agent.

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is(are):

Please see the enclosed Articles of Incorporation and Code of Regulations.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

Please see the enclosed Articles of Incorporation and Code of Regulations.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

Please see the enclosed Articles of Incorporation and Code of Regulations.

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Thomas Meehan
7946 Bahama Ave.
Port Richey, FL 34668-5938468

ARTICLE VII

Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

Please see the enclosed Articles of Incorporation and Code of Regulations.

The undersigned incorporator has executed these Articles of Incorporation this 13 day of September, 1996.

Signature of Incorporator:

Thomas Meehan

Thomas Meehan

Typed name of incorporator signing

**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:

Community Alternative Services Agency, Inc.

(must include suffix)

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

Thomas Meehan

(NAME)

7946 Bahama Ave.

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

Port Richey, FL 34668-5938468

(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.

Thomas Meehan

(SIGNATURE)

9-13-96

(DATE)

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
COMMUNITY ALTERNATIVE SERVICES AGENCY, INC.

RECEIVED
SEP 15 PM 1:24
CLERK OF THE COURT
PORT RICHEY, FLORIDA

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

FIRST: The name of the Corporation shall be Community Alternative Services Agency, Inc.

SECOND: The place in this state where the principal office of the Corporation is to be located is the City of Port Richey, Pasco County.

THIRD: Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes:

(a) The construction, establishment, maintenance and operation of homes to aid in the socialization process for children and adults who are emotionally disturbed, or who have been incarcerated in a penal or corrective institution, or who have otherwise demonstrated a pattern of antisocial conduct, providing long-term and short-term diagnostic services, treatment and therapy services, educational services, recreational services and training services, for such people, so as to provide for their comfort and welfare and their advancement towards normalcy regardless of their race, creed, color or national origin; and to perform all other services necessary or incidental thereto.

(b) The conduct of and participation in research programs concerning socially handicapped people which are related to cause, prevention, treatment and therapy.

(c) To conduct or participate in the educational programs, either experimental or conventional, relating to the assimilation of the individual into the broader communities, and the training of persons in the techniques of the assimilation process as carried out by this Corporation.

(d) To receive funds by donation, bequest, devise or otherwise; to hold, invest and disburse the same; to charge and receive compensation for treatment, services and accommodations when appropriate.

(c) To do anything necessary, incidental or ancillary to the accomplishment of any other charitable, religious, educational or scientific purposes which qualify under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The names and addresses of the persons who are the initial trustees of the Corporation are as follows:

Name: Ivan T. Laird

Address: 4312 Beacon Square Drive
Holiday, FL 34691

Name: Michael R. Tirello

Address: 6400 Shane Lane
New Port Richey, FL 34653

Name: Thomas Meehan

Address: 7946 Bahama Avenue
Port Richey, FL 34668

FIFTH: The following restrictions shall apply to the Corporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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 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, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SIXTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: Members of the Corporation shall be determined in accordance with provisions set forth in the Code of Regulations.

EIGHTH: The street address of the Corporation's initial registered office and the name of its initial registered agent at this office is:

Name:

Thomas Meehan

Address:

7946 Bahama Ave. Port Richey, FL. 34668

In witness whereof, we have hereunto subscribed our names this

13 day of September 1996.

Ivan T. Laird
Ivan T. Laird

Michael R. Tirello
Michael R. Tirello

Thomas Meehan
Thomas Meehan

CODE OF REGULATIONS
OF
COMMUNITY ALTERNATIVE SERVICES AGENCY, INC.

The undersigned, who are the members of Community Alternative Services Agency, Inc., a Florida corporation not-for-profit, do hereby adopt the following regulations for the government of said corporation:

ARTICLE I

Name and Offices

1. Name. The name of this corporation is Community Alternative Services Agency, Inc.

2. Offices. The principal office of the corporation shall be in the County of Pasco, Florida. The corporation may also have offices at such other places as the Board of Trustees may from time to time appoint or the purpose of the corporation may require.

ARTICLE II

Members and Meeting of Members

1. Membership. The members of the corporation shall consist of Ivan T. Laird, Michael R. Tirello, and Thomas Meehan, and such other persons (including, without limitation, for all purposes of these Regulations, a corporation, whether non-profit or for profit, a partnership, a trust, and an unincorporated society or association) as the members may elect, by a vote of a majority of all of the members of the corporation, at any annual or special meeting of the members.

2. Rights of Members. The right of a member to vote and all his right, title and interest in or to the corporation shall cease on the termination of his membership. No member shall be entitled, on account of his status as a member, to share in the distribution of the corporate assets upon the dissolution of the corporation. The preceding sentence shall not, however, be interpreted as precluding a member from being designated as a distributee of

assets upon dissolution of the corporation, if such member is qualified to be a distributee within the limitations set forth in the Articles of the corporation.

3. Resignation of Members. Any member may resign from the corporation by delivering a written resignation to the President or Secretary of the corporation.

4. Annual Meetings. The annual meeting of the members of the corporation shall be held at the principal office of the corporation, or at such other place as is selected by the Board of Trustees, on the first Monday in April in each year, if not a legal holiday, and if a legal holiday, then on the next succeeding Tuesday not a legal holiday for the transaction of such business as may properly come before the meeting.

5. Notice of Annual Meetings. Notice of the time and place of annual meetings shall be served, either personally or by mail, not less than 10 nor more than 40 days before the meeting, upon each person who appears upon the books of the corporation as a member and, if mailed, such notice shall be directed to the member at his address as it appears on the books of the corporation, unless he shall have filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.

6. Special Meetings. Special meetings of the members may be called at any time by the President or Vice President or by resolution of the Trustees, and must be called by the President or Secretary on receipt of the written request of one-third of the members of the corporation.

7. Notice of Special Meetings. Notice of a special meeting stating the time, place and purpose or purposes thereof shall be served personally or by mail upon each member residing within the United States, not less than three (3) days prior to the special meeting.

8. Compensation. Trustees shall not receive any stated salary for their services as such, but by resolution of the Board of Trustees the expenses of attendance may be allowed for attendance at each regular or special meeting of the Board. The Board of Trustees shall have power, in its discretion, to contract for and to pay to Trustees rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

ARTICLE III

Action Without A Meeting

Any action which may be authorized or taken at a meeting of the members or of the Trustees, as the case may be, may be authorized or taken without a meeting in a writing or writings signed by all of the members or Trustees, as the case may be, which writing or writings shall be filed with or entered into the records of the corporation.

ARTICLE IV

Officers

1. Number. The officers of the corporation shall be the President, Vice President, Secretary, Treasurer, and such other offices with such powers and duties not inconsistent with this Code of Regulations as may be appointed and determined by the Board of Trustees. Any two offices, except those of President and Vice President, may be held by the same person.

2. Election, Term of Office and Qualifications. The President and the other officers shall be elected by the Board of Trustees from among such persons as the Board of Trustees may see fit, and shall serve until their successors are duly elected.

3. Vacancies. In case any office of the corporation becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Trustees then in office may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election and qualification of his successor.

4. President. The President shall preside at all meetings of members. He shall have and exercise general charge and supervision of the affairs of the corporation and shall do and perform such other duties as may be assigned to him by the Board of Trustees.

5. Vice President. At the request of the President, or in the event of his absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President; and to the extent authorized by law the Vice President shall have such other powers as the Board of Trustees may determine, and shall perform such other duties as may be assigned to him by the Board of Trustees.

6. Secretary. The Secretary shall have charge of such books, documents, and papers as the Board of Trustees may determine. He shall attend and keep the minutes of all the meetings of the Board of Trustees and members of the corporation. He shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their mailing addresses, and such book shall be open for inspection as prescribed by law. He may sign with the President or Vice President, in the name and on behalf of the corporation, any contracts or agreements authorized by the Board of Trustees, and when so authorized or ordered by the Board of Trustees. He shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Trustees, and shall do and perform such other duties as may be assigned to him by the Board of Trustees.

7. Treasurer. The Treasurer shall have the custody of all funds, property, and securities of the corporation subject to such regulations as may be imposed by the Board of Trustees. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Trustees may require. He shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Trustees.

8. Salaries. The salaries, if any, of all officers shall be fixed by the Board of Trustees, and the fact that any officer is a member of the corporation or a Trustee shall not preclude him from receiving a salary or from voting on the resolution providing for the same.

9. Removal. Any officer may be removed from office by the Trustees at any regular or special meeting called for that purpose.

ARTICLE V

Agents and Representatives.

The Board of Trustees may appoint such agents and representatives of the corporation with such powers and to perform such acts or duties on behalf of the corporation as the Board of Trustees may see fit, so far as may be consistent with this Code of Regulations, to the extent authorized or permitted by law.

ARTICLE VI

Advisory Committee

In addition to such committees of Trustees as the Board of Trustees forms from time to time in its discretion, there may be an Advisory Committee of persons who are not Trustees. The Advisory Committee shall consist of not less than three (3) nor more than fifteen (15) persons, none of whom shall be a Trustee of the Corporation. The Chairman shall be appointed by the Board of Trustees, and the other members of the Advisory Committee shall be appointed by the Chairman together with the Board of Trustees. The Chairman and other members shall serve for a term determined by the Board of Trustees. The appointing group shall use its best efforts to appoint to the Advisory Committee a representative cross section of persons who are interested in the charitable and educational efforts of the Corporation and who are able through their interest, experience, training and/or study, to contribute ideas and direction to the Board of Trustees of the Corporation. The Advisory Committee shall meet periodically, at least two (2) times each year, and shall study the existing program of the Corporation, explore ideas and methods for effectuating the Corporation's policies in a more effective way, evaluate related programs for possible adoption by the Corporation, and counsel and advise the Board of Trustees as to its recommendations. The Board of Trustees shall not be bound by the recommendations of the Committee, but shall give serious consideration to its recommendations with the realization that the Committee is the best source of community wisdom, aspirations and needs.

ARTICLE VII

Voting Upon Stock of Other Corporations

Unless otherwise ordered by the Board of Trustees, the President shall have full power and authority on behalf of the corporation to vote either in person or by proxy at any meeting of stockholders of any corporation in which this corporation may hold stock, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof, this corporation might have possessed and exercised if present. The Board of Trustees may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE VIII

Prohibition Against Sharing in Corporate Earnings

No member, Trustee, officer, or employee of or member of a committee of or person connected with the corporation or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Trustees.

ARTICLE IX

Distribution of Assets Upon Dissolution or Final Liquidation

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Amendments

The Code of Regulations may be altered, amended or repealed at any meeting of members of the corporation by a majority vote of all the members, represented either in person or by proxy, provided that the proposed action is set forth in the notice of such meeting.


Ivan T. Laird


Michael R. Tirello


Thomas Meehan