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TALENT, ALABAMA 35960

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PREFERENCE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. :

072100000032

DIVISION OF CORPORATION

REFERENCE : 095258 7112163

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : September 23, 1996

ORDER TIME : 1:41 PM

ORDER NO. : 095258

300001953973

CUSTOMER NO: 7112163

CUSTOMER: Mr. Lynn Kesselman
THE KESSELMAN GROUP

Po Box 6622

Clearwater, FL 34618

DOMESTIC FILING

NAME: RECOVERY MANAGEMENT SERVICE
CO, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

9/24/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 23 AM 10:24

ARTICLES OF INCORPORATION OF RECOVERY MANAGEMENT SERVICE
NOT-FOR-PROFIT ORGANIZATION, STATE OF FLORIDA

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96 SEP 23 AM 10:24

I. NAME, REGISTERED ADDRESS & AGENT

THE NAME OF THIS CORPORATION SHALL BE RECOVERY MANAGEMENT SERVICE CO. INC., AND SAID CORPORATION SHALL BE LOCATED AT 3000 S.W. 26ST. GAINESVILLE, FL. 32608., IN ALACHUA COUNTY FLORIDA, WITH ITS REGISTERED ADDRESS AT 2286 WILLOWBROOK DR. CLEARWATER FL. 34624, OR AT SUCH OTHER PLACE AS THE DIRECTORS MAY FROM TIME TO TIME DESIGNATE, AND THE NAME OF THE REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS LYNN N. KESSELMAN.

II. NATURE AND OBJECTIVES

THIS CORPORATION WILL BE A CORPORATION NOT-FOR-PROFIT, AND THE GENERAL NATURE AND OBJECTS OF THIS CORPORATION SHALL BE:

- A. TO DO ANY AND ALL THINGS USUAL AND NECESSARY TO FURTHER THE AIMS AND OBJECTIVES OF THIS CORPORATION.
- B. TO SERVE AS A LEGAL ENTITY TO HANDLE THE BUSINESS AFFAIRS OF THIS CORPORATION WITH POWER TO PERFORM ALL ACTS NOT INCONSISTENT WITH THE AIMS AND OBJECTIVES OF SAID AGENCY.
- C. TO PERFORM ALL FUNCTIONS AND TO HAVE ALL POWERS AS PERMITTED BY CHAPTER 617, FLORIDA STATUTES 1993, AND SUCH POWERS AS CORPORATIONS NOT-FOR-PROFIT MAY OTHERWISE NOW OR HEREAFTER HAVE OR ACQUIRE; PROVIDED, HOWEVER, THAT THIS CORPORATION, IN EXERCISING ANY ONE OR MORE OF SUCH POWERS SHALL DO SO IN FURTHERANCE OF THE EXEMPT PURPOSE FOR WHICH IT HAS BEEN ORGANIZED AS DESCRIBED IN SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE. THIS PROVISION, HOWEVER, WILL NOT BE DEEMED TO LIMIT COLLATERAL ACTIVITIES WHICH THIS CORPORATION MAY ENGAGE IN FOR WHICH TAX EXEMPT STATUS IS NOT SOUGHT.

III. TERM OF EXISTENCE

THE PERIOD OF DURATION OF THIS CORPORATION SHALL BE PERPETUAL, OR UNTIL SUCH TIME AS IT IS DISSOLVED AS PROVIDED BY THE LAWS OF THE STATE OF FLORIDA AND SHALL COMMENCE UPON THE FILING OF THESE ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE.

IV. CAPITAL STOCK, MEMBERSHIP AND MEETINGS

THIS CORPORATION, BEING NOT FOR PROFIT, WILL NOT HAVE ANY STOCK. THE MEMBERSHIP SHALL CONSIST OF INDIVIDUAL AND CORPORATE MEMBERS. MEMBERS SHALL HAVE AN ESTABLISHED ADDRESS IN THE STATE OF FLORIDA, FILE DESIGNATED APPLICATION FORMS WITH THE CORPORATION, AND PAY \$10.00 AS DESIGNATED DUES, IN CASH OR IN KIND, OR EXCEPT IN HARDSHIP CASES, FULFILL TWO HOURS OF SERVICE TIME IN LIEU OF DUES.

INDIVIDUAL MEMBERS SHALL BE AT LEAST 18 YEARS OF AGE. CORPORATE MEMBERSHIP SHALL BE ESTABLISHED FOR ALL NON-INDIVIDUAL ENTITIES. MEMBERSHIP SHALL EXPIRE ON DECEMBER 31ST OF EACH YEAR EXCEPT FOR THOSE MEMBERS JOINING WITHIN THE SIXTY DAY PERIOD PRIOR TO THE ANNUAL MEETING, THESE MEMBERSHIPS EXPIRE ON DECEMBER 31ST OF THE FOLLOWING YEAR. MEMBERSHIP MAY BE REVOKED BY PETITION OF THE MEMBER, BY BOARD ACTION FOR FAILURE TO PAY ANNUAL DUES, OR FOR CONDUCT DETRIMENTAL TO THE CORPORATION. THERE WILL BE AN ANNUAL MEMBERSHIP MEETING AND SUCH OTHER SPECIAL MEETINGS OR WRITTEN CONSENTS AS ARE NECESSARY, PROVIDED THAT ONLY THOSE MEMBERS ON THE MEMBERSHIP ROLLS SIXTY DAYS PRIOR TO THE DATE OF THE EARLIEST DATED SIGNATURE OR THE DATE OF THE NOTICE OF A SPECIAL MEETING SHALL BE ELIGIBLE TO VOTE ON CORPORATE BUSINESS OR ACTIONS.

V. BY-LAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE MEMBERS, WITH FINAL APPROVAL BY THE MEMBERSHIP REQUIRED BEFORE THE BY-LAW BECOMES EFFECTIVE.

VI. APPOINTMENT OF BOARD OF DIRECTORS

ELECTION OF THE BOARD OF DIRECTORS SHALL BE BY DIRECT VOTE OF THE MEMBERSHIP OF THE CORPORATION, IN ACCORDANCE WITH THE BYLAWS. THE BOARD OF DIRECTORS SHALL CONSIST OF SEVEN VOTING MEMBERS, WITH THE EXCEPTION OF THE START UP OF THREE, AND ALLOWING A PERIOD OF SIX MONTHS TO RECRUIT FROM THE DAY OF INCEPTION THE ADDITIONAL BOARD MEMBERS. TERMS OF SERVICE FOR ELECTED BOARD OFFICES SHALL BE FOR THREE YEARS, WITH NO MORE THAN TWO TERMS (SIX CONSECUTIVE YEARS) SERVED. THE STARTING DATE FOR ALL TERMS SHALL BE FOLLOWING THE ANNUAL MEETING. NEWLY ELECTED DIRECTORS SHALL COMMENCE SERVICE ON THE BOARD UPON ACCEPTANCE OF THE MEMBERSHIP VOTE. SHOULD A VACANCY OCCUR IN THE BOARD OF DIRECTORS FOR ANY REASON, THE BOARD WILL HAVE THE AUTHORITY TO APPOINT A NEW MEMBER FROM THE MEMBERSHIP OF THE CORPORATION. THIS APPOINTMENT WILL BE UNTIL THE NEXT ANNUAL MEETING WHEN ELECTIONS FOR VACANCIES CAN BE VOTED ON BY THE CORPORATION MEMBERSHIP.

VII. BOARD OF DIRECTOR RESPONSIBILITIES

THE BOARD OF DIRECTORS WILL OVERSEE THE OVERALL STRUCTURE OF THE CORPORATION. THE BOARD SHALL EXERCISE THE MANAGEMENT OF THE CORPORATION, ELECT OFFICERS AS PRESCRIBED IN THE ARTICLES OF INCORPORATION, DETERMINE TIME AND PLACE OF MEETINGS, EMPLOY THE EXECUTIVE DIRECTOR WHO WILL HAVE THE RESPONSIBILITIES OF THE DAY TO DAY MANAGEMENT OF THE CORPORATION AND WHO WILL REPORT TO THE BOARD OF DIRECTORS. THE BOARD OF DIRECTORS SHALL ALSO ADOPT PERSONNEL POLICIES, SALARY SCHEDULES, AND OPERATION POLICIES AND PROCEDURES. THE BOARD SHALL BE RESPONSIBLE FOR THE FINANCIAL MANAGEMENT OF THE CORPORATION IN RESPECT TO ADOPTING AN ANNUAL BUDGET, ACQUIRE, RECEIVE, BARGAIN, SELL, LEASE, CONVEY MORTGAGE, MAINTAIN, OR DISPOSE OF ALL CORPORATE PROPERTY. THE BOARD SHALL AUDIT AND CERTIFY FINANCIAL RECORDS OF THE CORPORATION. IN GENERAL, THE BOARD SHALL PERFORM ALL LAWFUL ACTS AND DUTIES NECESSARY TO THE

WELL-BEING OF THE CORPORATION.

MAJORITY SHALL RULE ON ALL VOTING ISSUES. IN THE EVENT OF A TIE, THE ISSUE WILL BE DECIDED BY A VOTE OF THE CORPORATE MEMBERSHIP AT A SPECIAL MEETING HELD FOR THAT PURPOSE. BOARD MEMBERS MAY GRANT PROXY VOTING RIGHTS TO OTHER BOARD MEMBERS, SHOULD THE NEED ARISE. BOARD MEMBERS ARE PERSONALLY INDEMNIFIED FOR ALL ACTS, EXCEPT THEIR OWN MALFEASANCE, BY THE CORPORATION.

VIII. EXECUTIVE COMMITTEE

THE EXECUTIVE COMMITTEE SHALL CONSIST OF THE OFFICERS OF THE BOARD AND THE EXECUTIVE DIRECTOR. THE EXECUTIVE COMMITTEE SHALL HOLD MEETINGS AS NECESSARY TO MANAGE THE AFFAIRS AND PROPERTY OF THE CORPORATION BETWEEN MEETINGS OF THE BOARD OF DIRECTORS EXCEPT THAT IT SHALL NOT HAVE THE AUTHORITY TO PURCHASE, SELL, AND ENCUMBER CORPORATE REAL PROPERTY. MATTERS OF POLICY AND FINANCES MUST BE APPROVED AT A MEETING OF THE BOARD OF DIRECTORS. EXECUTIVE COMMITTEE MEMBERS, AND OFFICERS, ARE PERSONALLY INDEMNIFIED FOR ALL ACTS IN BEHALF OF THE CORPORATION, EXCEPT THEIR OWN MALFEASANCE, BY THE CORPORATION.

IX. ELECTIONS AND OFFICERS

OFFICERS SHALL SERVE TERMS OF THREE YEARS OR UNTIL SUCH TIME THAT REPLACEMENTS ARE APPOINTED. OFFICERS SHALL BE ELIGIBLE FOR RE-ELECTION, PROVIDED THAT THEY HOLD AN ELECTED OFFICER'S POSITION. THE MEMBERSHIP OF THE BOARD OF DIRECTORS SHALL ELECT THEIR OFFICERS.

X. OFFICERS

CORPORATE OFFICERS SHALL INCLUDE THE PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER, AND A CHAIR-PERSON OF THE BOARD. ALL OFFICERS SHALL HOLD AN ELECTED DIRECTOR'S POSITION. ELECTION TO SUCH A POSITION SHALL BE AS PRESCRIBED IN ARTICLE IX. AN INDIVIDUAL MAY TEMPORARILY HOLD MORE THAN ONE OFFICERSHIP.

XI. BOARD MEETINGS

REGULAR MEETINGS OF THE BOARD SHALL BE HELD NO LESS THAN QUARTERLY. SUCH MEETINGS SHALL BE CALLED BY THE CHAIR-PERSON OR THE PRESIDENT OR A MAJORITY OF THE BOARD OF DIRECTORS. MEETINGS MAY, BY INVITATION OF THE CHAIRMAN, INCLUDE GUESTS WHOSE PRESENCE MAY BE BENEFICIAL TO BOARD BUSINESS. A MINIMUM OF ONE-HALF OF THE BOARD MEMBERS SHALL BE NECESSARY TO CONSTITUTE A QUORUM OF THE BOARD. ANNUAL MEETING OF THE BOARD AND MEMBERSHIP OF THE CORPORATION SHALL BE HELD AT A TIME AND PLACE DESIGNATED BY THE BOARD OF DIRECTORS. NOTICE OF AN ANNUAL MEETING, REGULAR MEETING, OR SPECIAL MEETING SHALL BE GIVEN OR MAILED TO ALL MEMBERS BY THE SECRETARY NO LATER THAN FOURTEEN DAYS PRIOR TO THE MEETING. THOSE MEMBERS OF THE CORPORATION DURING THE CURRENT YEAR, WHO WERE MEMBERS PRIOR TO SIXTY DAYS BEFORE A MEETING WILL BE ENTITLED TO VOTE AT SAID MEETING. MEMBERS WHO HAVE JOINED WITHIN SIXTY DAYS MAY ATTEND THE MEETINGS, BUT WILL NOT HAVE VOTING PRIVILEGES UNTIL THEY HAVE BEEN MEMBERS OF THE CORPORATION FOR SIXTY DAYS. THE VOTING MEMBERS OF

'THE CORPORATION PRESENT AT THE ANNUAL MEETING SHALL CONSTITUTE A QUORUM.

XII. STANDING COMMITTEES

THE BOARD OF DIRECTORS SHALL HAVE THE FOLLOWING STANDING COMMITTEES: EXECUTIVE, FINANCE, PUBLIC RELATIONS, POLICY AND PROCEDURE, AND MEMBERSHIP. EACH COMMITTEE SHALL SUBMIT A REPORT OF THE COMMITTEE'S MEETINGS AND ACTIVITY AT EACH REGULAR MEETING OF THE BOARD. A SUMMARY REPORT OF THE COMMITTEE ACTIVITY BETWEEN ANNUAL MEETINGS SHALL BE PRESENTED AT EACH ANNUAL MEETING OF THE CORPORATION.

XIII. AMENDMENTS

THESE BY-LAWS MAY BE AMENDED BY THE MEMBERSHIP AT A REGULAR OR SPECIAL MEETING OR AS PROVIDED BY STATE STATUTES. AMENDMENT OF THE BY-LAWS SHALL REQUIRE A TWO-THIRDS MAJORITY OF THE CORPORATION MEMBERSHIP AND MUST FOLLOW A READING DISCUSSION OF PROPOSED AMENDMENT CHANGE AT A REGULAR OR SPECIAL MEETING WHERE ALL MEMBERS OF CORPORATION HAVE BEEN SERVICED NOTICE OF SAID MEETING.

XIV. LEGAL AUTHORITY

NOTHING IN THESE BY-LAWS IS INTENDED TO VIOLATE ANY APPLICABLE LAWS, MUNICIPAL, STATE, OR FEDERAL. IN THE EVENT A PROVISION VIOLATES AN APPLICABLE LAW, THE LAW TAKES PRECEDENCE AND WILL NOT AFFECT THE OTHER SECTIONS OF THE BY-LAWS.

XV. DISSOLUTION OF CORPORATION

IN THE EVENT OF THE DISSOLUTION OF THIS ORGANIZATION, ALL OF THE ASSETS REMAINING AFTER PAYMENT OF ALL COSTS AND EXPENSES OF SUCH DISSOLUTION SHALL BE IN ACCORDANCE WITH THE BY-LAWS.

XVI. INCORPORATORS

THE INCORPORATOR OF THIS CORPORATION IS LYNN N. KESSELMAN_.

ADDRESS: 2286 WILLOWBROOK DR. CLEARWATER, FL. 34624

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE
ARTICLES OF INCORPORATION, AND THE UNDERSIGNED REGISTERED AGENT
HEREBY ACCEPTS THE OBLIGATIONS ASSOCIATED HERWITH THIS 20th DAY
OF September, 1996.


INCORPORATOR


REGISTERED AGENT

STATE OF Florida
COUNTY OF Alachua

BEFORE ME, THE UNDERSIGNED AUTHORITY, PERSONALLY APPEARED
Lynn Nelson Kesselman AND Lynn Nelson Kesselman, TO ME KNOWN
TO BE THEIR PERSONS WHO EXECUTED THE FORGOING ARTICLES OF
INCORPORATION AND THEY ACKNOWLEDGED TO AND BEFORE ME THAT THEY
EXECUTED SUCH INSTRUMENT AND ACCEPTS THE RESPONSIBILITIES THEREON.


NOTARY PUBLIC

(SEAL)



FLORENCE A. SEABOLT
COMMISSION # CC 518675
EXPIRES DEC 17, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.