

N96000005165

Janet Athanasas  
Attorney at Law FILED

3448 DeFew Avenue  
Port Charlotte, FL 33952

96 OCT -3 AM 10:51

(941) 766-1600

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 30, 1996

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

800001963688  
-10/03/96--01034--020  
\*\*\*\*122.50 \*\*\*\*122.50

Ref: HALS GROUP HOME, INC.

Dear Sir or Madam:

Enclosed please find an original and one conformed copy of the articles of incorporation for the above referenced Not for Profit corporation, along with a check for \$122.50 ~~each~~ to cover filing and certified copy fees.

Sincerely,



Janet Athanasas

JA:jpl

enc.

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10/9/96  
21275  
PK  
10/9/96

ARTICLES OF INCORPORATION  
OF  
HALS GROUP HOME, INC.

**FILED**  
96 OCT -3 AM 10:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, being of legal age, does hereby subscribe for the purpose of forming and organizing a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and hereby adopts the following Articles of Incorporation covering the existence and organization of this corporation.

ARTICLE I NAME

The name of this corporation shall be HALS GROUP HOME, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 20335 Wilkie Avenue, Port Charlotte, Florida 33954.

ARTICLE III NONSTOCK ORGANIZATION

The not for profit corporation shall be upon a nonstock basis and qualification for membership and the manner of admission shall be as regulated by the bylaws.

ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Catherine Hals, 20335 Wilkie Avenue, Port Charlotte, Florida 33954.

ARTICLE V INCORPORATORS

The name and address of the incorporator to these Articles of

Incorporation is Janet Athanasas, 3448 Depew Avenue, Port Charlotte, Florida 33952.

#### ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of three directors, and the names and addresses of the first directors of this corporation shall be Catherine Hals, 20335 Wilkie Avenue, Port Charlotte, Florida 33954, Ian Hals, 20335 Wilkie Avenue, Port Charlotte, Florida 33954, and Christina Stoll, 20335 Wilkie Avenue, Port Charlotte, FL 33954.

#### ARTICLE VII BOARD OF DIRECTORS

The corporation shall be managed by a Board of Directors, the number of which will be determined by the initial board of directors as stated in the bylaws of the corporation. Any additional board members will be elected by majority vote of the board at its annual meeting. The Board of Directors shall elect the officers of the corporation, which shall consist of a President, a Vice President, and a Secretary/Treasurer, and such additional officers as the Directors may provide for. The Board of Directors may elect an executive committee and may delegate to it, as well as to the officers of the corporation, such powers as they deem advisable. All such officers shall have such tenure of office, powers and duties as may be prescribed by the bylaws or the Board of Directors by appropriate resolution.

#### ARTICLE VIII PURPOSE

The purpose for which this corporation is organized is to provide full time residential care in a group home setting for

mentally challenged adult males.

There are no provisions in these Articles which limit in any manner the corporate powers authorized under this act, except that should this organization seek and obtain tax exempt status, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE IX ACTIONS WITHOUT MEETINGS**

The Board of Directors may take any action that could be taken at a meeting, without a meeting, provided written consent(s) describing the action(s) taken are signed by each director or committee member, as provided for in the Florida Not For Profit Corporation Act.

#### **ARTICLE X INDEMNIFICATION**

This corporation shall indemnify and save its officers and directors of and from any suits, actions, or judgments arising out of their conduct of the affairs of the corporation, in which any liability shall be alleged or imposed upon any of the corporation's officers or directors, from any act done by any such officers or directors in behalf of the corporation; and the corporation further shall pay all costs, legal expenses, and any other charges that said officers or directors may incur in the defense of any claim, suit, or action that may be instituted against said officer or director in his or her individual capacity, it being the purpose

and intent that the corporation shall save its officers and directors harmless from any action taken by them in its behalf, to the maximum extent indemnification is permitted under the Florida Not For Profit Corporation Act.

#### ARTICLE XI BYLAWS

The original bylaws of this corporation shall be made, prepared and adopted by the initial Board of Directors; thereafter, the said bylaws may be amended, changed, repealed or enlarged by a majority vote of the Board, in person or by proxy, at any regular meeting of said Board or any special meeting called for such purposes.

#### ARTICLE XII MEETING LOCATIONS

All meetings of the directors and officers may be held within or without the State of Florida, upon such call and notice as may be prescribed by the bylaws or statutes.

#### ARTICLE XIII CONFLICTS OF INTEREST

No contract or act of transaction of the corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or officer of the corporation is a party to or interested in such contract or transaction, and each and every director and officer of the company is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of her/himself, or any firm, association or corporation in which s/he may be anywise interested, provided the fact of such relationship or interest is disclosed or known to the members entitled to vote

on such contract or transaction and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members, in accordance with the Florida Not For Profit Corporation Act.

#### ARTICLE XIV DURATION

This corporation shall have perpetual existence, unless sooner dissolved according to law.

#### ARTICLE XV DISSOLUTION

Upon dissolution of this not for profit corporation, assets shall be distributed for one or more exempt purposes within the meaning of applicable Internal Revenue Code provisions, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such asset not so disposed of shall be disposed of by the Circuit Court of the county in which the principle office of the not for profit 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.

The undersigned incorporator has executed these Articles of  
Incorporation this 1<sup>st</sup> day of October, 1996.

Janet Athanasas  
Janet Athanasas

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96 OCT -3 AM 10:51

ACCEPTANCE BY REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, CATHERINE HALS, whose address is located at 20335 Wilkie Avenue, Port Charlotte, Florida 33954, having been named as Registered Agent to accept service of process for HALS GROUP HOME, INC., do hereby accept designation as this corporation's initial Registered Agent. 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.

Catherine Hals  
Catherine Hals

Oct. 1, 1996  
Date



# N96000005165

Hals Group Home, Inc.

Requestor's Name

20335 Wilkie Avenue

Address

Port Charlotte, FL 33754

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-09/16/97--01015--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 SEP -8 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Amend*

*9-12-97*

*\*1055, 547, 1071, 762\**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 4, 1997

HALS GROUP HOME, INC.  
20335 Wilkie Avenue  
Port Charlotte, FL 33954

SUBJECT: HALS GROUP HOME, INC.  
Ref. Number: N96000005165

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 597A00044204

REC'D  
57 SEP 10 AM 8:52  
DIVISION OF CORPORATIONS

Articles of Amendment  
to  
Articles of Incorporation  
of  
Hals Group Home, Inc.

FILED  
97 SEP -8 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

First: Amendments adopted:

Article VIII Purpose

ADD:

The purposes for which Hals Group Home, Inc. is organized is exclusively charitable and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Article XV Dissolution

Change to read:

*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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.*

SECOND: The date of adoption of the amendments was 8/29/97.

THIRD: Adoption of Amendments was made by the Board of Directors. There are no members entitled to vote.

Hals Group Home, Inc.

*Catherine Hals*

President Date: 8/29/97