

N9800000 3671

LUTZ, WEBB, BOBO,  
TELFAIR, LUMPKIN & HASKINS, P.A.

LAWYERS

ONE SARASOTA TOWER  
TWO NORTH TAMiami TRAIL  
FIFTH FLOOR

SARASOTA, FLORIDA 34236

TELEPHONE: (941) 951-1800

FAX: (941) 366-1603

E-MAIL: LUTZWEBB@KUDOS.NET

J. ALLEN BOBO  
JODY B. GABEL  
MARK A. HASKINS  
DOUGLAS B. LUMPKIN

SUSAN W. LURVEY  
H. ROGER LUTZ  
CHARLES W. TELFAIR, IV  
RICHARD S. WEBB, IV

June 10, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 5588  
Tallahassee, Florida 32314

000002566940--9  
-06/19/98--01135--020  
\*\*\*\*\*131.25 \*\*\*\*\*131.25

Re: Caring Angels Foundation, Inc.

Dear Madam/Sir:

Enclosed please find Articles of Incorporation (original and one copy) for the above-referenced corporation together with a check in the amount of \$131.25 made payable to "Florida Division of Corporations" representing the following:

Filing Fee:	\$ 35.00
Registered Agent Designation:	35.00
Certificate of Good Standing:	8.75
Certified Copy:	<u>52.50</u>
Total	\$131.25

Also enclosed is a self-addressed, stamped envelope for the return of the certified copy and certificate of good standing.

Should you have any questions regarding the above, please do not hesitate to contact our office.

Very truly yours,

*Carol DeBlasio*

Carol DeBlasio  
Legal Assistant

Encs.

HRSWATILLERIFLCORP.LTR

RECEIVED  
AND  
FILED  
98 JUN 19 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK JUN 23 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**CARING ANGELS FOUNDATION, INC.**

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

**1.**  
**NAME OF CORPORATION**

The name of the corporation is:

CARING ANGELS FOUNDATION, INC.

The principal address and the mailing address of the corporation shall be:

APPROVED  
AND  
FILED  
98 JUN 19 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**2.**  
**PURPOSE**

The purposes for which the corporation is organized are to receive and acquire by any lawful means any property of any character whatsoever, and wheresoever located, to be held and administered for charitable or religious causes including, without limitation, donations to individuals in need, to invest, reinvest, and manage funds, securities and other property contributed or transferred to the corporation, subject to any restrictions placed upon the contribution or transfer by the donor of such gift.

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, director, officer or other private individual affiliated with the corporation, except that the corporation may be authorized and empowered to pay reasonable compensation for services rendered. No part of the net earnings or any other property or assets of the corporation shall be used otherwise than for the purposes above stated. No loan shall be made by the corporation to any member, director, or officer of the corporation. 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 any candidate for public office. The corporation may not engage in any activity that would jeopardize any tax exempt status enjoyed by corporation under the Internal Revenue Code of the United States.

3.  
**POWERS**

The corporate powers of this corporation are as provided in 617.0302, Florida Statutes, except to the extent that the exercise of any such powers may jeopardize any tax exempt status enjoyed by corporation under the Internal Revenue Code of the United States.

4.  
**MEMBERSHIP**

The corporation shall have no members.

5.  
**BOARD OF DIRECTORS**

The directors of the corporation shall be elected to serve for terms of three (3) years, except that directors elected to fill vacancies resulting from an increase in the number of directors shall be elected for terms less than three (3) years, the number elected for each term being that number which will result in the terms of one-third (1/3rd) of the elected directors expiring each year. The members of the Board of Directors whose terms have not expired shall elect directors to fill the vacancies in the Board resulting from the expiration of the terms of members or otherwise. The number of directors, not less than one (1) nor more than ten (10), shall be fixed by the Bylaws, and, in the absence of a bylaw fixing the number, the number shall be three (3).

6.  
**OFFICERS**

The officers of this corporation shall be the Chairman of the Board, Vice-Chairman of the Board, Secretary and Treasurer.

7.

**COMMITTEES**

There shall be an Executive Committee consisting of the Chairman of the Board, the Vice Chairman of the Board, the Treasurer and the Secretary. The Committee shall be empowered to act for the corporation between meetings of the Board of Directors, except as limited by the Bylaws. The corporation may establish such other committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

8.

**CORPORATE EXISTENCE**

The duration of the corporation shall be perpetual.

9.

**BYLAWS**

The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided by such Bylaws.

10.

**REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 920 S. Doral Lane, Venice, Florida 34293, and the name of the initial registered agent of the corporation at that address is Lois J. Tiller.

11.

**INCORPORATORS**

The name and address of the incorporator to these Articles of Incorporation is as follows:

Lois J. Tiller  
920 S. Doral Lane  
Venice, Florida 34293

12.

**DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation by delivering all such assets to an organization described in Section 170(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

13.

**INDEMNIFICATION**

Every person who is or shall be or shall have been a director or officer of the corporation and his personal representatives shall be indemnified by the corporation against all costs and expenses to the maximum extent permitted by the laws of the state of Florida. Costs and expenses of actions for which this article provides indemnification shall include, among other things, attorney's fees, damages, and reasonable amounts paid in settlement.

14.

**AMENDMENT**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of June, 1998.

Lois J. Tiller  
LOIS J. TILLER

## ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of Caring Angels Foundation, Inc. to accept service of process upon said corporation in this state.

*Lois J. Tiller*

LOIS J. TILLER  
Registered Agent

I:\RSW\TILLER\CARING.AOI

APPROVED  
AND  
FILED  
98 JUN 19 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA