

N99000000341



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 075632 1429D

AUTHORIZATION :

COST LIMIT : \$ 78.75

*Patricia Pizant*

ORDER DATE : December 22, 1998

ORDER TIME : 3:56 PM

ORDER NO. : 075632-005

CUSTOMER NO: 1429D

300002720038--8

CUSTOMER: Ms. Joan E. Kelly  
CUMMINGS & LOCKWOOD  
CUMMINGS & LOCKWOOD  
P. O. Box 413032  
3001 Tamiami Trail, North  
Naples, FL 34103

DOMESTIC FILING

NAME: ~~MENTOR CENTERS, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odum

EXAMINER'S INITIALS:

2544  
W98-28682  
2544  
W99-619

*g* 11/20/99  
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59 DEC 22 PM 4:13  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 DEC 22 AM 10:28



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

**RESUBMIT**  
Please give original  
submission date as file date.

January 8, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

*Mentor Centers of America,  
Inc.*

SUBJECT: MENTORING CENTERS, INC.  
Ref. Number: W99000000619

We have received your document for MENTORING CENTERS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 099A00001092

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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December 23, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MENTOR CENTERS, INC.  
Ref. Number: W98000028682

We have received your document for MENTOR CENTERS, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 198A00060193

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**RESUBMIT**

Please give original  
submission date as file date.

*Please backdate:*  
*12-22-98.*

**ARTICLES OF INCORPORATION  
OF**

**MENTOR CENTERS OF AMERICA, INC.**

**(A Corporation Not-For-Profit)**

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DIVISION OF CORPORATIONS  
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**ARTICLE I**

The name of the corporation (the "Corporation") is MENTOR CENTERS OF AMERICA, INC.

**ARTICLE II**

The principal office or mailing address of the Corporation is 27331 Oak Knoll Drive, Bonita Springs, Florida 34134.

**ARTICLE III**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE IV**

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

**ARTICLE V**

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of Directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated

Prepared by Howard M. Hujsa, Esq.  
Cummings & Lockwood  
P. O. Box 413032  
Naples, FL 34101  
(941) 262-8311  
Florida Bar No. 0059919

in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected, are:

Beverly Lieberman	27331 Oak Knoll Drive Bonita Springs, FL 34134
Arthur Lieberman	27331 Oak Knoll Drive Bonita Springs, FL 34134
Elizabeth Star	1435 Galleon Drive Naples, FL 34102

#### ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President	Beverly Lieberman
Treasurer	Arthur Lieberman
Secretary	Arthur Lieberman

The address of all Officers shall be 27331 Oak Knoll Drive, Bonita Springs, Florida 34134.

#### ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

#### ARTICLE VIII

The name and address of the Corporation's registered agent are:

Joe B. Cox, Esq.  
Cummings & Lockwood  
3001 N. Tamiami Trail North  
Naples, FL 34103

#### ARTICLE IX

These Articles may be amended as provided in the Bylaws.

#### ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under section 501(c)(3) of the Code.

#### ARTICLE XI

The name and address of the incorporator are:

Beverly Lieberman  
27331 Oak Knoll Drive  
Bonita Springs, FL 34134

#### ARTICLE XII

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

### ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the Corporation to tax under section 4945 of the Code.

Section 4. Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the Directors have acquired such assets.

Section 5. Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditures (as defined in section 4945(d) of the Code).

### ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand and seal this 15<sup>th</sup> day of December, 1998, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

By: Beverly Lieberman  
Beverly Lieberman, Incorporator



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

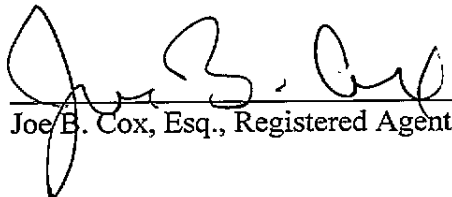
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PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: MENTOR CENTERS OF AMERICA, INC.
2. The name and address of the registered agent and office is:

Joe B. Cox, Esq.  
Cummings & Lockwood  
3001 Tamiami Trail North  
Naples, FL 34103

*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.*

  
Joe B. Cox, Esq., Registered Agent

Dated: 12/18/98

N265309-1 12/14/98