

N99000000518

BURTON & BURTON, P.A.

ATTORNEYS AT LAW

501 WEST MAIN STREET

POST OFFICE DRAWER 1729

WAUCHULA, FLORIDA 33873-1729

TELEPHONE (941) 773-3241

JOHN W. BURTON  
JOHN W.H. BURTON

JOEL EVERS,  
OF COUNSEL

L. GRADY BURTON  
1893-1981

FAX  
941-773-0910

January 19, 1999

Florida Dept of State  
ATTN: Division of Corporations  
Post Office Box 6327  
Tallahassee, FL. 32314

800002748428--8  
-01/20/99--01097--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

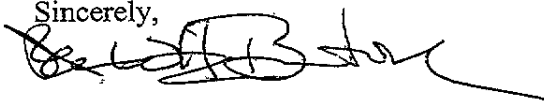
**Re: HEARTLAND CHARITIES of CENTRAL FLORIDA, INC.**

Gentlemen:

Enclosed please find original and copy of a Florida Not For Profit Corporation. We would appreciate your filing and returning a certified copy to our office . Please return the certified copy.

Also enclosed is our check in the amount of \$78.75 to cover the filing fees.

Sincerely,



John W.H. Burton

JWHB/drw  
Enclosures

FILED  
99 JAN 20 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmp  
1-25-99

Called 1-27-99.  
Add principal office

**ARTICLES OF INCORPORATION  
of  
HEARTLAND CHARITIES OF CENTRAL FLORIDA, INC.  
a Florida Not For Profit Corporation**

**FILED**

99 JAN 20 PM 4:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**Article I**

The name of the corporation is HEARTLAND CHARITIES OF CENTRAL FLORIDA, INC.

**Article II**

The corporation shall have perpetual duration.

**Article III**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity and education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for the advancement of recreational activities for young children and the elderly.

(b) The general purposes for which this corporation is formed are to operate exclusively for religious, charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **Article IV**

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### **Article V**

The street address of the initial registered office of the corporation is 126 West Main Street, Wauchula, FL 33873. The name of its initial registered agent at that address is Langdon T. Carter. The mailing address of this corporation shall be P.O. Box 171, Wauchula, FL 33873.

#### **Article VI**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be not less than three (3); provided, however, that number may be increased by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named here as the first board of directors shall hold office until the first meeting of members, to be held on May 25, 1999 at 2:00 p.m. at 126 West Main Street, Wauchula, FL 33873, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of two (2) years until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the 25<sup>th</sup> day of May of each year at the principal office of the corporation, or at any other place or places designated by the board of directors by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name:</u>	<u>Address:</u>
Langdon T. Carter	126 West Main Street, Wauchula, FL 3387
Brian Clark	2230 West Ontario Street, Philadelphia, PA 19140
Bruce J. Gillespie	4668 S. R. 64 West, Ona, FL 33865
Barbara Rivers	215 Snell Street, Wauchula, FL 33873

## **Article VII**

The name and address of each incorporator are:

<u>Name:</u>	<u>Address:</u>
Langdon T. Carter	126 West Main Street, Wauchula, FL 33873

## **Article VIII**

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

<u>Name:</u>	<u>Address:</u>	<u>Office:</u>
Langdon T. Carter	126 West Main Street Wauchula, FL 33873	President
Brian Clark	2230 West Ontario Street Philadelphia, PA 19140	Vice President
Barbara Rivers	215 Snell Street Wauchula, FL 33873	Secretary
Bruce J. Gillespie	4668 S. R. 64 West Ona, FL 33865	Treasurer

## **Article IX**

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.


## Article X

The property of this corporation is irrevocably dedicated to religious, charitable or educational purposes and no part of the net earnings, income, properties or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private person or individual.

## Article XI

On the dissolution, liquidation, or winding up of this corporation, its properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have subscribed my name this 30<sup>th</sup> day of October, 1998.

  
LANGDON T. CARTER  
Incorporator

STATE OF FLORIDA:  
COUNTY OF HARDEE:


On this 30<sup>th</sup> day of October, 1998, before me, a notary public personally appeared LANGDON T. CARTER, known to me to be the person whose name is subscribed to the instrument within, and acknowledged that he executed the same for the purposes contained therein. He is personally known to me and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Wauchula, Florida.

NOTARY PUBLIC



Dawn Renee Wyatt  
MY COMMISSION # CC782172 EXPIRES  
October 8, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

  
State of Florida at Large  
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for HEARTLAND CHARITIES OF CENTRAL FLORIDA, INC., I hereby accept the appointment as its registered agent and agree to act in this capacity. Furthermore, I 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.

10-30-98  
Date

  
LANGDON T. CARTER, Registered Agent

**FILED**  
99 JAN 20 PM 4:08  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE