

N990000002490

424 S. Elliott Avenue
Sanford, FL 32771
April 16, 1999

Florida Secretary of State,
State Dep't.
Div. of Corporations
P.O. Box 6327
409 E. Gaines St.
Tallahassee, FL 32314
(new corp. registration)

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*****70.00 *****70.00

Sirs:

This is a cover letter concerning my new corporation under the name "Family Intra-Community Services, Inc." I previously registered under "Social-Nursing Assessment, Inc" but that corporation was completely inactive, registered in 1994. This is a new corporation with different officers and slightly increased purposes. Please review the notarized copy enclosed and accept my check for \$70. Thank you for responding as soon as possible to me.

Yours truly,



William Kerns, MA, MSW, Ph.D.
(407)321-8246

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99 APR 19 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BROCK APR 22 1999

ARTICLES OF INCORPORATION
OF
FAMILY INTRA-COMMUNITY SERVICES, INCORPORATED

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be FAMILY INTRA-COMMUNITY SERVICES, INCORPORATED.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for religious, educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law as set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation shall be perpetual.

ARTICLE IV
MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Trustees: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of trustees of the Corporation shall consist of not less than three (3) nor more than seven (7) members, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting and at all times thereafter shall serve for a term of one (1) year until the annual meeting of members following the election of trustees. Annual meetings shall be held at a time and place to be designated by majority vote of the Board of Directors.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

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The names and addresses of such initial members of the Board of Trustees are as follows:

William Kerns, Ph.D.	424 S. Elliott Avenue Sanford, FL 32771
Frances C. Guity	839 Niles Street Daytona Beach, FL 32114
Alma D. Gatewood	839 Niles Street Daytona Beach, FL 32114

(b) Corporate Officers: The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and other such officers as the bylaws of the corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>ADDRESS</u>
President: William Kerns, Ph.D.	424 S. Elliott Ave. Sanford, FL 32771
Vice-President: Frances C. Guity	839 Niles Street Daytona Beach, FL 32114
Secretary & Treasurer: Alma D. Gatewood	839 Niles Street Daytona Beach, FL 32114

(c) Staff: The Board of Trustees may at its discretion hire staff and delegate such responsibilities as it deems appropriate for those individuals to administer the program of the Corporation.

ARTICLE V GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed shall be to facilitate the professional education of nurses to help in-home caregivers of adult disabled persons. In furtherance of this purpose, the Corporation shall:

- (a) Develop classes for family educational and strengthening services
 - 1) write course outlines
 - 2) offer classes, particularly in community agencies and schools
 - 3) provide courses/classes relating to family education by professionals
- (b) Conduct educational research, coordinate classes and client services; develop a non-profit program for contracts
 - 1) conduct assessments for a community study of federal research subjects potentially needing help

- 2) enter contract with case management agencies, especially in Juvenile Justice and Developmental Disabilities programs along with family agencies in order to refer subjects/clients to appropriate classes and family services, including in-home substitute or respite care
- 3) follow-up with these subjects/clients

(c) Advocate for disabled and other persons as needed

- 1) identify needs for classes and services
- 2) identify deficits in services in communities
- 3) offer new classes and services as needed

(d) Engage in any other activity which furthers the primary purpose of the Corporation

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

(a) The Corporation shall operate exclusively in a manner for such religious, educational and charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations under the Internal Revenue Code, including private foundations and private operating foundations.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(c) 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.

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Membership shall be open to persons interested in professional nursing education and related purposes, regardless of race, age, sex or social standing who agree to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by the membership committee for approval and acceptance by the Board of Trustees.

ARTICLE IX
SUBSCRIBER

The name and residence address of the Subscriber of this corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
William Kerns, Ph.D.	424 S. Elliott Ave. Sanford, FL 32771

ARTICLE X
BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the corporation, 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 Trustees, or by following the procedure set forththerefore in the Bylaws.

ARTICLE XI
POWERS

The Corporation shall have all rights, privileges and responsibilities as provided for under the laws of the State of Florida and United States of America and may exercise any such powers necessary to carrying out the purposes for which it was created. These powers shall include, but are not limited to, the power to make and enter contracts, receive and disburse funds obtained from governmental and/or private sources, to conduct community studies, and to develop programs as are necessary in the furtherance of this corporation.

ARTICLE XII
DEDICATION OF ASSETS

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

ARTICLE XIII
REGISTERED AGENT AND OFFICE; PRINCIPAL OFFICE

The address of the corporation's registered and principal office shall be:

424 S. Elliott Ave.
Sanford, FL 32771

The name of the restered agent at such address shall be:

William Kerns, Ph.D.

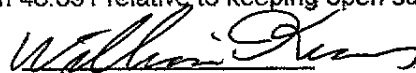
ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a Board member or the Director at a regular or special meeting of the Board of Trustees at which a majority is present. A two-thirds vote of the Board shall be necessary for such proposed change to be approved. Following Board approval, the amendment shall be forwarded to the Secretary of State, Division of Corporations, for filing and approval and shall be deemed effective as of the date of such filing and approval.

ACCEPTANCE OF REGISTERED AGENT

State of Florida
County of Seminole

Having been named to accept service of process for Help, Incorporated, at the place designated in the Articles of Incorporation, William Kerns, Ph.D., agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.



William Kerns, Ph.D. Incorporator/Registered Agent

SWORN AND SUBSCRIBED BEFORE ME THIS 15th DAY
OF April 1999.


NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES:

FILED
99 APR 19 AM 10:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA