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TRANSMITTAL LETTER

FILED
99 NOV -1 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

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

SUBJECT: Charis Center Foundation, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Barrie Wilkie
Name (Printed or typed)

Charis Center, Inc.
4041 Bahia Vista St.
Address

Sarasota, FL 34232
City, State & Zip

Barrie Wilkie GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. (4) 4.2
DATE 11/3/99
DOC. EXAM Doris Brown

(941) 378-1549 FAX (941) 342-1781
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN NOV - 3 1999

ARTICLES OF INCORPORATION
OF

Charis Center Foundation, Inc.

A corporation not for profit
under the laws of the State of Florida

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TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE 1 Name

The name of the corporation shall be Charis Center Foundation, Inc., a Florida corporation not for profit. For convenience, the corporation shall be herein referred to as the "corporation".

ARTICLE 2 Principal Office

The principal place of business and mailing address of the corporation is 4041 Bahia Vista Street, Sarasota, FL 34232.

ARTICLE 3 Purpose

3.1) Purpose. The specific purpose for which the corporation is organized is charitable, religious, and educational, including the making of distributions to qualified exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

3.2) Distribution of earnings. The net earnings of this corporation shall not inure or be paid to its members, trustees, officers, or other private persons. The corporation may pay reasonable compensation for services rendered and make distributions furtherance of the purposes set forth in article 3.1 hereof. The corporation shall not carry on propaganda, attempt to influence legislation, participate in or intervene in or publish or distribute statements about or regarding any political campaign on behalf of any candidate for public office. The corporation shall not carry on activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Cod of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE 4 Board of Directors and their Election

4.1) Function. The powers of this corporation shall be exercised, it's properties controlled, and it's affairs overseen by a board of directors.

4.2) Appointment. The first appointment of the board of directors for the corporation shall be by the board of directors of Charis Center, Inc. The manner in which the directors are elected is as stated in the By-Laws.

4.3) Indemnification. Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including legal fees reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which one may be a party, or in which one may become involved by reason of his/her being or having been a director or officer of the corporation, whether or not one is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of one's duties; provided that in the event of a settlement the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

4.4) Committees There shall be an Executive Committee consisting of the Chairperson of the Board, the Vice Chairperson, the Treasurer, the Secretary, the Executive Director, and the Administrator of Charis Center, ex officio and nonvoting. 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.

ARTICLE 5 Corporate Existence

The duration of the corporation shall be perpetual.

ARTICLE 6 Distribution of Assets upon Dissolution

Upon dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized exclusively for charitable, educational, or religious 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 directors 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 the purposes or to such organization or organizations as such court shall determine, which are organized exclusively for such purposes.

ARTICLE 7 Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution by the board of directors and presented to a quorum of members. The amended article(s) shall be approved by a 75% vote of the board of directors of the corporation and 75% of the vote of the board of directors of Charis Center, Inc. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

ARTICLE 8 Bylaws

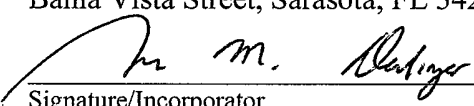
The first Board of Directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended, or rescinded by the directors in the manner provided by such Bylaws.

ARTICLE 9 Initial Registered Agent and Street Address

The name and Florida street address of the initial registered agent are Barrie Wilkie, 4041 Bahia Vista Street, Sarasota, FL 34232.

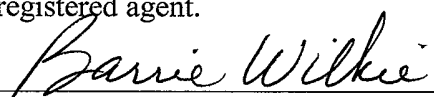
ARTICLE 10 Incorporator

The name and address of the Incorporator to these Articles of Incorporation are Glen Denlinger, 4041 Bahia Vista Street, Sarasota, FL 34232.


Signature/Incorporator

10-28-99
Date

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.


Signature/Registered Agent

10-28-1999
Date

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FLORIDA