

P010000093744

LAW OFFICE OF
KELLY B. HARDWICK, III

Telephone:
Street
(813) 533-1300
FAX:
(813) 534-3143

341 W. Davidson
Suite 301
Post Office Box 778
Bartow, FL 33830-0778

August 10, 2001

400004572784--5
-09/06/01--01073--020
*****122.50 *****78.75

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: KC GUARDIAN, INC.

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for KC Guardian, Inc. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation	\$ 35.00
Registered Agent	35.00
Certified Copy	52.50.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

Kelly B. Hardwick III
Kelly B. Hardwick, III

:pe
Enclosures as noted

2546
001-21084

FILED
2001 SEP 25 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

9/25/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
2001 SEP 25 PM 2:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

September 11, 2001

KELLY B. HARDWICK, III, ESQ.
POST OFFICE BOX 778
BARTOW, FL 33830-0778

SUBJECT: KC GUARDIAN, INC.
Ref. Number: W01000021084

We have received your document for KC GUARDIAN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

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) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 801A00051011

AFFIDAVIT RELEASING NAME - KC GUARDIAN, INC.

STATE OF FLORIDA
COUNTY OF POLK

FILED

2001 SEP 25 PM 2:58

BEFORE ME, the undersigned authority, personally appeared, Karen K. Chappell and Dwight S. Chappell, who, being by me first duly sworn, on oath, depose and say:

1. The undersigned, Karen K. Chappell and Dwight S. Chappell, represent all of the prior officers and directors as well as surviving trustees of KC Guardian, Inc. for which the Articles of Dissolution were filed on August 23, 2001.

2. The undersigned have no intention of revoking the dissolution of KC Guardian, Inc. for which Articles of Dissolution were filed on August 23, 2001.

3. The undersigned further release the name for use to another entity.

4. Affiant further states that I am familiar with the nature of an oath; and with the penalties as provided by the laws of the State aforesaid for falsely swearing to statements made in an instrument of this nature. Affiant further certifies that I have read full facts of this affidavit, and understand its context.

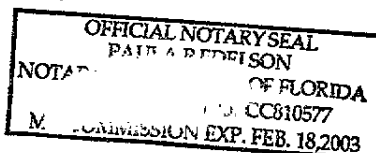
5. Further Affiant sayeth not.

Dated this 19 day of September, 2001 at Bartow, Polk County, Florida.

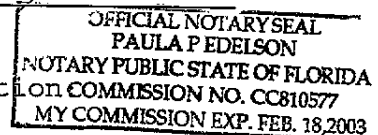
Dwight S. Chappell
DWIGHT S. CHAPPELL

Karen K. Chappell
KAREN K. CHAPPELL

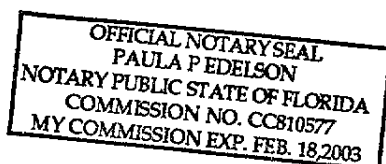
SWORN TO AND SUBSCRIBED before me this 19 day of September, 2001 by DWIGHT S. CHAPPELL who has produced a personally known as identification and who did take an oath.



Paula P. Edelson
Notary Public
My Commission/Expiration:



SWORN TO AND SUBSCRIBED before me this 19 day of September, 2001 by KAREN K. CHAPPELL who has produced a personally known as identification and who did take an oath.



Paula P. Edelson
Notary Public
My Commission/Expiration:

ARTICLES OF INCORPORATION

OF

KC GUARDIAN, INC.

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2001 SEP 25 PM 2:58

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: **KC GUARDIAN, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing of this corporation shall be:

**3506 Christina Groves Circle South
Lakeland, Florida 33813,**

but it may establish branch offices, if, and when, it is deemed advisable by the Board of Directors.

ARTICLE III CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000.

The capital stock of this corporation shall consist of 7,500 shares of common stock with a nominal or par value of One Dollar (\$1.00) per share. The corporation shall have a right of first refusal on transfer of said stock.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV INITIAL STOCKHOLDERS AND SHARES

The names and places of residence of each of the original subscribers to the capital stock of this corporation, and the number of shares subscribed for by each are as follows:

KAREN K. CHAPPELL ----- 501 Shares
3506 Christina Groves Circle South
Lakeland, Florida 33813

Article IV
Initial Stockholders and Shares
Cont:

DWIGHT S. CHAPPELL ----- 499 Shares
3506 Christina Groves Circle South
Lakeland, Florida 33813

ARTICLE V PERSONAL LIABILITY OF SHAREHOLDERS

The private property of the stockholders shall not be subject to payment of corporate debts to any extent whatever.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The street address of the corporation's initial registered office and the name of its initial registered agent at this office is as follows:

KAREN K. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813.

ARTICLE VII INCORPORATOR(S)

The names and street addresses of the incorporators to these Amended Articles of Incorporation are:

KAREN K. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813.

AND

DWIGHT S. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813.

ARTICLE VIII POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have also the following powers, namely:

(a) To provide a general organization for the provision of guardianships and social services.

(b) To buy, sell, import and to deal generally in and with all kinds and types of supplies, goods, products and parts of every kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, pledge, lease or in any other manner dispose of or encumber real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditament, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, and hereditament or other property of the company.

(f) To purchase, hold and reissue its capital stock.

(g) To acquire the good will, rights and property or to undertake the whole or any part of the assets or liabilities of any person, firm association or corporation, to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations in this State or any other state, country, nation or government and while owner of said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(h) To enter into, make and perform contracts of every kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limits as to the amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bond, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

(i) In general to do any or all of the things herein set forth to the same extent as natural persons might or could do and

in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

(j) Generally to have and be possessed with all the privileges and powers granted, or which may hereafter be granted, to corporations for profit under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IX INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation are as follows:

KAREN K. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813.


AND

DWIGHT S. CHAPPELL
3506 Christina Groves Circle South
Lakeland, Florida 33813.

ARTICLE X OFFICERS

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer.

The undersigned have executed these Articles of Incorporation this 13th day of June, 2001.


KAREN K. CHAPPELL
Title: President


DWIGHT S. CHAPPELL
Title: Treasurer

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for KC GUARDIAN, INC. at the place designated in the foregoing Amended Articles of Incorporation, 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.

Karen K. Chappell

KAREN K. CHAPPELL

Date

6/13/01

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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