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<b>MICHIGAN DEPARTMENT OF COMMERCE — CORPORATION AND SECURITIES BUREAU</b>	
(FOR BUREAU USE ONLY) <div style="text-align: center; font-size: 2em; font-weight: bold; margin: 10px 0;">FILED</div> <div style="text-align: center; font-size: 1.2em; margin: 10px 0;">JAN 15 1987</div> <div style="text-align: center; font-size: 0.8em;">                     Administrator                      MICHIGAN DEPARTMENT OF COMMERCE                      Corporation &amp; Securities Bureau                 </div>	Date Received <div style="text-align: center; font-size: 1.2em; font-weight: bold;">JAN 08 1987</div>
CORPORATION IDENTIFICATION NUMBER	902-013

**APPLICATION FOR CERTIFICATE OF AUTHORITY  
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN MICHIGAN**  
For use by Foreign Corporations

(Please read instructions and Paperwork Reduction Act notice on last page)

*Pursuant to the provisions of Act 284, Public Acts of 1972, as amended (profit corporations) or Act 162, Public Acts of 1982, as amended (nonprofit corporations), the undersigned corporation executes the following Application:*

1. The name of the corporation is:  <div style="text-align: center; font-size: 1.2em; font-weight: bold;">STRAIGHT, INC. /</div>
2. (Complete this item only if the corporate name in item 1 is not available for use in Michigan) The assumed name of the corporation to be used in all its dealings with the Bureau and in the transaction of its business or the conduct of its affairs in Michigan is:
3. It is incorporated under the laws of <u>Florida</u> . The date of its incorporation is <u>September 26, 1985</u> , and the period of its duration (corporate term) is <u>perpetual</u> .
4.a. The address of the main business or headquarters office of the corporation is: <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <span><u>3001 Gandy Boulevard</u> <small>(Street Address)</small></span> <span><u>St. Petersburg</u> <small>(City)</small></span> <span><u>Florida</u> <small>(State)</small></span> <span><u>33702</u> <small>(ZIP Code)</small></span> </div> b. The mailing address if different than above is: <div style="display: flex; justify-content: space-between; margin-top: 10px;"> <span><u>P.O. Box 21686, St. Petersburg.</u> <small>(Street Address)</small></span> <span><u>St. Petersburg.</u> <small>(City)</small></span> <span><u>Florida</u> <small>(State)</small></span> <span><u>33742</u> <small>(ZIP Code)</small></span> </div>

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5. The address of its registered office in Michigan is:

320 City Center Building, 220 East Huron St., Ann Arbor, Michigan 48104-1912  
(Street Address) (City) (ZIP Code)

and the name of the resident agent at the registered office is:

Robert E. Guenvel

The resident agent is an agent of the corporation upon whom process against the corporation may be served.

6. The specific business or affairs which the corporation is to transact or conduct in Michigan is as follows:  
To develop and administer programs for victims of drug abuse, dealing with rehabilitation, welfare, and health, in order to assist them in adjusting themselves to their environment; to train them in vocations and avocations; to aid them in all their activities; and to be of assistance in solving their particular problems.

The corporation is authorized to transact such business or conduct such affairs in the jurisdiction of its incorporation.

7. (To be completed by profit corporations only) N/A

The total authorized capital stock of the corporation is:

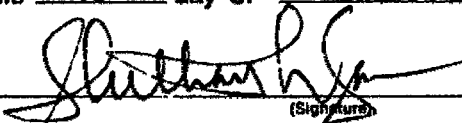
\_\_\_\_\_ common shares having a par value per share of \$ \_\_\_\_\_

\_\_\_\_\_ preferred shares having a par value per share of \$ \_\_\_\_\_

\_\_\_\_\_ common shares having no par value.

\_\_\_\_\_ preferred shares having no par value.

Signed this 16 day of December, 19 86

By   
(Signature)

WILLIAM L. CASE,  
(Type or Print Name)

President  
(Type or Print Title)

**DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS INDICATED IN THE BOX BELOW.** Include name, street and number (or P.O. box), city, state and ZIP code.

Name of person or organization remitting fees:

JOSEPH D. EDWARDS, ESQUIRE  
 Annis, Mitchell, Cockey, et al  
 Post Office Box 3433  
 Tampa, Florida 33601

STRAIGHT, INC.

Preparer's name and business telephone number:

Joseph D. Edwards, Esq.

( 813 ) 229-3321

### INFORMATION AND INSTRUCTIONS

1. This form is issued under the authority of Act 284, P.A. of 1972, as amended, and Act 162, P.A. of 1982, as amended. The application for certificate of authority to transact business or conduct affairs cannot be filed until this form, or a comparable document, is submitted.
2. Submit one original copy of this document. Upon filing, a microfilm copy will be prepared for the records of the Corporation and Securities Bureau. The original copy will be returned to the address appearing in the box above as evidence of filing.  
 Since this document must be microfilmed, it is important that the filing be legible. Documents with poor black and white contrast, or otherwise illegible, will be rejected.
3. This document is to be used pursuant to the provisions of chapter 10 of the Act by a foreign corporation for the purpose of obtaining a certificate of authority to transact business or conduct its affairs in this state. If the foreign corporation subsequently changes any of the information set forth in the Application for Certificate of Authority, it must file an Amended Application for Certificate of Authority to Transact Business in Michigan (form C&S-562) with the Bureau not later than 30 days after the time a change becomes effective.
4. Profit and nonprofit corporations — Attach to this application a certificate stating that the corporation is in good standing under the laws of the jurisdiction of its incorporation, executed by the official of the jurisdiction who has custody of the records pertaining to corporations and dated not earlier than 30 days before the filing of the application.
5. Nonprofit corporations only — Attach to this application a copy of the articles of incorporation and all amendments thereto certified by the proper officer of the jurisdiction of incorporation.
6. Item 2 — A foreign corporation whose true name is not available for use in Michigan is permitted to apply for a certificate of authority under an assumed name which is available for use. Item 2 of the application for certificate of authority to transact business or conduct affairs in Michigan is to be completed for this purpose only. Corporations may also transact business or conduct affairs under other assumed names by filing separate certificates of assumed name.
7. Item 6 — This item should state only the specific activities or affairs to be conducted in Michigan. An all purpose activities statement is not permitted.
8. The application must be signed in ink by an authorized officer or agent of the corporation.
9. This document is effective on the date approved and filed by the Bureau. A later effective date, no more than 90 days after the date of delivery, may be stated.

10. FEES:

	Profit Corporations	Nonprofit Corporations	
Filing Fee .....	\$10.00	Filing Fee .....	\$10.00
Franchise Fee .....	\$25.00	Franchise Fee .....	\$10.00
<b>TOTAL Admittance Fees .....</b>	<b>\$35.00</b>	<b>TOTAL Admittance Fees .....</b>	<b>\$20.00</b>

(Make remittance payable to State of Michigan)

11. Mail form and fee to:

Michigan Department of Commerce, Corporation and Securities Bureau, Corporation Division,  
 P.O. Box 30054, Lansing, Michigan 48909, Telephone: (517) 334-6302

# State of Florida



## Department of State

I certify from the records of this office that STRAIGHT, INC. is a corporation organized under the laws of the State of Florida, filed on September 26, 1985.

The document number of this corporation is N11318.

I further certify that said corporation has paid all fees due this office through December 31, 1986, and its status is active.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
4th day of November, 1986.



CR2E022 (10-85)

George Firestone  
Secretary of State

**RECEIVED**

JAN 08 1987

MICHIGAN DEPT. OF COMMERCE

**FILED**

JAN 15 1987

Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of STRAIGHT, INC., a corporation organized under the laws of the State of Florida, filed on September 26, 1985, as shown by the records of this office.

The document number of this corporation is N11318.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
4th day of October, 1986.



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone  
Secretary of State

ARTICLES OF INCORPORATION

OF

STRAIGHT, INC.

(A CORPORATION NOT FOR PROFIT)

The undersigned subscribers to these Articles of Incorporation hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is STRAIGHT, INC., with its principal offices located at 3001 Gandy Blvd., St. Petersburg, Florida 33702. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II

PURPOSE

The general nature of the objects and purposes of this corporation shall be to develop and administer programs for victims of drug abuse, dealing with rehabilitation, welfare, and health, in order to assist them in adjusting themselves to their environment; to train them in vocations and avocations; to aid them in all their activities; and to be of assistance in solving their particular problems, and to interest and unite men and

women in social work for the welfare of the people, and to encourage men and young women to the end that crime, poverty, and misery may be lessened, that a nobler manhood and womanhood may be developed, and that a more perfect love of home, family and country may be fostered, and to cooperate with all federal, state and local government agencies to secure these ends, utilizing all powers this corporation may exercise as granted it by Chapter 817, Florida Statutes.

### ARTICLE III

#### POWERS

The corporation shall have the power, either directly or indirectly, either along or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1954, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.



ARTICLE IV

MEMBERSHIP

The membership of this corporation shall consist of the members of the Board of Directors and shall consist originally of these persons hereinafter named as directors and such other persons as from time to time may become members as set forth in the Bylaws.

ARTICLE V

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE VI

Subscribers

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Leon H. Sellers, Jr.	3001 Gandy Blvd. St. Petersburg, FL 33702
Fred H. Kenfield	3001 Gandy Blvd. St. Petersburg, FL 33702
Elliott L. Carr	3001 Gandy Blvd. St. Petersburg, FL 33702

## ARTICLE VII

### Officers

The officers of the corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

NAME	OFFICE
Leon N. Sellers, Jr.	President
Fred N. Kenfield	Treasurer
Millett L. Carr	Secretary

## ARTICLE VIII

### DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors, members of which shall be elected annually. The number of directors shall be fixed as set forth in the Bylaws of the corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of three persons who shall serve until their successors are duly elected and qualified, shall be as follows:

NAME	Address
Leon M. Sellers, Jr.	1001 Gandy Blvd. St. Petersburg, FL 33702
Fred M. Kenfield	1001 Gandy Blvd. St. Petersburg, FL 33702
Elliot L. Carr	1001 Gandy Blvd. St. Petersburg, FL 33702

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1465 Bruce Blvd., St. Petersburg, FL 33711 and the name of the initial registered agent at such address is Leon M. Sellers, Jr.

#### ARTICLE X

##### BYLAWS

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice the Bylaws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

## ARTICLE II

### Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting duly called in accordance with the Bylaws of the corporation.

## ARTICLE III

### LIBERALIZED ACTIONS

All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual and no substantial part of its activity shall be for the carrying on of a program or propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to

any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws);

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws); or


(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws).

ARTICLE XVII


DISSOLUTION

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or to the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or director of this Corporation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles this 21st day of September, 1985.

 (SEAL)  
Leon H. Sellers, Jr.

 (SEAL)  
Fred H. Kenfield


 (SEAL)  
Elliott L. Carr

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this 23rd day of September, 1985, before me, the undersigned authority, personally appeared Leon H. Sellers, Jr., Fred H. Kenfield, Elliott L. Carrwell known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that they

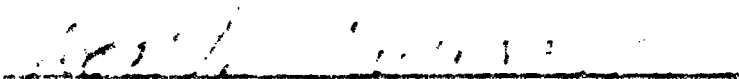
executed the same freely and voluntarily, for the uses and purposes therein stated, and that they are natural persons competent to contract.

  
Notary Public, State of Florida  
at Large

My Commission Expires:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate,  
I hereby accept the designation to act in this capacity, and  
agree to comply with the provisions of all statutes relative to  
the proper and complete performance of my duties.

  
\_\_\_\_\_  
James H. Sellers, Jr.

03-03-2282-001



Administrator  
MICHIGAN DEPARTMENT OF COMMERCE  
Corporation & Securities Bureau

JAN 15 1987

**FILED**

MICHIGAN DEPT. OF COMMERCE

JAN 8 1987

**RECEIVED**