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From: Account Name : CUMMINGS & LOCKWOOD
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LIMITED LIABILITY COMPANY

LIBERTY YOUTH RANCH, LLC

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**ARTICLES OF ORGANIZATION
OF
LIBERTY YOUTH RANCH, LLC**

**Article I.
Name**

The name of the limited liability company is: **LIBERTY YOUTH RANCH, LLC** (the "Company").

**Article II.
Duration**

The period of duration for the Company is perpetual.

**Article III.
Address**

The mailing address and street address of the principal office is:

**208 Ridge Drive
Naples, Florida 34108**

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**Article IV.
Exempt Nature of Activities and Purposes**

The Company is organized and shall be operated exclusively for religious, charitable, scientific, literary, and/or educational purposes, each within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and corresponding provisions of any subsequent federal tax laws (the "Code") and the federal income tax regulations thereunder (the "Company's Exempt Purposes"). The nature of the Company's activities shall be to undertake or support, directly or indirectly, such projects, programs, services, and activities, at such times and in such places, within or without the United States of America, as the Member (as defined in the Article of these Articles of Organization entitled "Member") determines are appropriate to carry out, promote, or further the Company's Exempt Purposes. It is intended that the Company, if it were incorporated, could qualify for recognition, separate from the Member, as an organization that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, and to which transfers may be made that are deductible for

federal income, gift, and estate tax purposes by residents and citizens of the United States of America (a "Qualified Charitable Organization").

Article V.
Registered Office and Agent

The initial registered office of this Company shall be c/o Cummings & Lockwood LLC, 3001 Tamiami Trail North, 4th Floor, Naples, Florida 34103, and its initial registered agent at such office shall be CLASP Inc.

Article VI.
Nonprofit Company

The Company is nonprofit and shall not make distributions except to the Member or, if the Member is not then a Qualified Charitable Organization, in accordance with the provisions of the Article of these Articles of Organization entitled "Liquidation and Dissolution."

Article VII.
Management

The company is to be managed by one manager or more managers who need not be members, and is, therefore, a manager-managed company.

Article VIII.
Membership

All members of the Company shall be Qualified Charitable Organizations. The sole initial member of the Company is **SECOND CHANCE FOUNDATION**, a charitable trust (the "Member").

Article IX.
Managers' and Member's Authority

Subject to the condition that no power or discretion shall be exercised by the managers or the Member in any manner or for any purpose that is not consistent with the Company's Exempt Purposes and its ability, if incorporated, to qualify for recognition as a separate Qualified Charitable Organization, but without otherwise limiting the powers conferred upon the managers or the Member by law, the managers and the Member are authorized to engage in any lawful act or activity that is consistent with the Company's Exempt Purposes and its ability, if incorporated, to qualify for recognition as a separate Qualified Charitable Organization, and to do everything necessary, suitable, convenient, or proper for, in connection with, or incident to the promotion, furtherance, or

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accomplishment of any of the Company's Exempt Purposes or designed, directly or indirectly, to promote the interests of the Company.

Article X.
Liquidation or Dissolution

In the event of the liquidation or dissolution of the Company, whether voluntary or involuntary, no manager, officer, or any other private individual or entity shall be entitled to any distribution or division of the Company's remaining assets or proceeds, except as provided by law. Upon the winding up and dissolution of the Company, after paying or adequately providing for the payment of the debts and obligations of the Company, the remaining assets shall be distributed to the Member or, if the Member is not then a Qualified Charitable Organization, in such shares, in such manner, and exclusively for such of the Company's Exempt Purposes (including by distribution to or for the use of one or more Qualified Charitable Organizations described in Section 507(b)(1)(A) of the Code) as the managers in their sole discretion determine. Any assets not so disposed of shall be disposed of by the Superior Court of the Judicial District in which the principal office of the Company is then located (or any court of competent jurisdiction if the principal office of the Company is then located outside the State of Connecticut), exclusively for such of the Company's Exempt Purposes or to such one or more Qualified Charitable Organizations having similar charitable purposes as the court shall determine.

Dated this 14th day of December, 2004.

SOLE MEMBER:

SECOND CHANCE FOUNDATION,
a charitable trust

By: 

Bruce D. Conley

Title: Trustee

Article XI.
Acceptance of Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

CLASP Inc.

By: 

Howard M. Hujsa, Vice President