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FLORIDA NON-PROFIT CORPORATION

Community Based Solutions, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05 (10)
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
COMMUNITY BASED SOLUTIONS, INC.**

The undersigned, acting as incorporator of COMMUNITY BASED SOLUTIONS, INC. under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is COMMUNITY BASED SOLUTIONS, INC.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the Corporation are 840 SW 81st Avenue, North Lauderdale, Florida 33068.

ARTICLE III. DURATION AND COMMENCEMENT

The Corporation will exist perpetually, commencing on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The Corporation is organized as a corporation not for profit, exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding section of any successor federal tax laws, including, but not limited to, the following:

- A. To serve as a lead agency for an integrated system of foster care and appropriate related services, which will promote the safety of children, decrease the time it takes to achieve permanent placement, promote adoption and enhance the capacity and accountability for children's safety and permanent placement;
- B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation;
- C. To exercise all powers granted to corporations not for profit under the laws of the State of Florida.

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ARTICLE V. LIMITATIONS ON CORPORATE POWER

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any subsequent federal tax laws or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any subsequent federal tax laws.

(d) Should the Corporation at any time be considered a "private foundation" under Section 509(a) of the Code, the following limitations shall apply:

(i) The Corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(ii) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(iv) The Corporation shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission shall be as provided in the bylaws of the Corporation. The rights exercisable by members shall also be as provided in the bylaws of the Corporation. The members shall elect directors at the first annual meeting of members and at each annual meeting thereafter.

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ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The Corporation designates 840 SW 81st Avenue, North Lauderdale, Florida 33068 as the street address of the initial registered office of the Corporation and names Family Central, Inc. as the Corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws of the Corporation, but shall never be less than three (3). The method of election or appointment of the directors shall be as provided in the bylaws of the Corporation. The names of the initial directors are:

Barbara A Weinstein
Timothy Weeks
Richard Schagrin

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are Timothy Weeks, 840 SW 81st Avenue, North Lauderdale, Florida 33068.

ARTICLE X. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described within the meaning of Section 501(c)(3) of the Code, or corresponding section of any subsequent federal tax laws, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

ARTICLE XI. INDEMNIFICATION

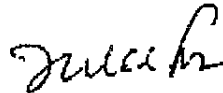
(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries or affiliates, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries or affiliates. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or

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director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b)The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries or affiliates, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries or affiliates. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto

The undersigned incorporator, for the purpose of forming a corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation on July 24, 2001.



Timothy Weeks
Incorporator

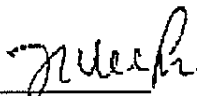
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges that it is familiar with, and accepts, the obligations of such position.

Family Central, Inc.

By: 
Timothy Weeks
Executive Vice President

Dated: July 24, 2001

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