

No 200000438

TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JAN 16 PM 4:27

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

SUBJECT: Family Life Restoration Project, 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

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-01/16/02--01037--025  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FROM: Judith Taylor-Waller  
Name (Printed or typed)

4600 W. Cypress St., Suite 465  
Address

Tampa, FL 33607  
City, State & Zip

(813) 281-0123  
Daytime Telephone number

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

1-23-02  
MC

**ARTICLES OF INCORPORATION**  
**OF**  
**FAMILY LIFE RESTORATION PROJECT, INC.**  
**A Florida Not-For-Profit Corporation**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 16 PM 4:27

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617, Florida Statutes, does hereby certify as follows:

**ARTICLE I**

**Corporate Name**

The name of the Corporation is "Family Life Restoration Project, Inc."

**ARTICLE II**

**Corporate Address**

The address of the principal office and the mailing address of the Corporation is 4600 W. Cypress Street, Suite 465, Tampa, Florida 33607.

**ARTICLE III**

**Not For Profit**

The Corporation is organized for charitable and educational purposes within the meaning of Sections 501(c)(3) of the United States Internal Revenue Code of 1986 (as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted, hereinafter referred to as the "Code") and shall operate exclusively for such purposes. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the

income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

#### **ARTICLE IV**

##### **Tax Exempt Status**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. Therefore, notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Code and the Treasury Regulations promulgated thereunder or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and the Treasury Regulations promulgated thereunder. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not attempt to influence legislation or participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

#### **ARTICLE V**

##### **Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the assets of the Corporation exclusively for religious, charitable, scientific or educational purposes in such manner and to

such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

## **ARTICLE VI**

### **Amendment**

These Articles of Incorporation may be amended by majority vote of the Board of Directors.

## **ARTICLE VII**

### **Bylaws**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

## **ARTICLE VIII**

### **Indemnification and Civil Liability Immunity**

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

## ARTICLE IX

### Corporate Purposes

The purposes for which the Corporation have been organized are as follows:

A. To educate and provide related services to foster children and other children with special needs.

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 thereto in furtherance of the purposes of the Corporation.

C. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

## ARTICLE X

### Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its trustees or officers, but 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 IX hereof.

## ARTICLE XI

### Election Of Directors

The initial Board of Directors of the Corporation shall be comprised of four (4) people. The Directors shall be elected annually, in accordance with the Bylaws. The number of Directors may be

increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three

(3). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

Rosa Lee Williams 1935 Pauldo St., Ft. Myers, FL 33916 - Director

Rob Pariseau 807 South Newport, Tampa, FL 33606 - Director

Jack Hennessey c/o Mortgage Depot Assoc. Inc. 4905 Chicita Blvd. S., Cape Coral, FL 33914 - Director

Don Dixon 3805 Cliffdale Drive, Valrico, FL 33594 - Director

#### **ARTICLE XII**

##### **No Members**

The Corporation shall not have Members and shall not issue membership certificates.

#### **ARTICLE XIII**

##### **Nonstock Basis**

The Corporation is organized on a nonstock basis. The Corporation shall not issue shares of stock.

#### **ARTICLE XIV**

##### **Commencement Of Existence**

The Corporation shall be deemed to commence on the date of execution of the Articles of Incorporation.

#### **ARTICLE XV**

##### **Duration**

The duration of the Corporation is perpetual.

ARTICLE XVI

Registered Office And Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 4600 W. Cypress St., Suite 465, Tampa, Florida 33607. The name of the initial registered agent of the Corporation at the registered office shall be Judith Taylor-Waller.

ARTICLE XVII

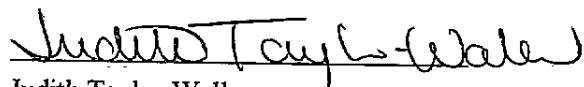
Incorporator

The name and address of the Incorporator of the Corporation is

Judith Taylor-Waller  
4600 W. Cypress St., Suite 465  
Tampa, Florida 33607

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing

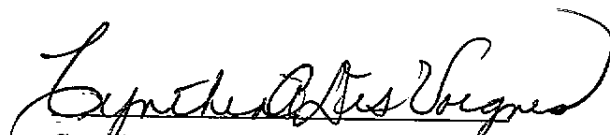
Articles of Incorporation this 10th day of January 2002.

  
Judith Taylor-Waller  
Incorporator

STATE OF FLORIDA

COUNTY OF HILLBOROUGH

The foregoing instrument was acknowledged before me this 10th day of January 2002, by Judith Taylor-Waller who is personally known by me.

  
Cynthia Des Voigne  
Notary Public  
My Commission Expires:



Cynthia A DesVoignes  
My Commission DD030680  
Expires June 03, 2005

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

**FAMILY LIFE RESTORATION PROJECT, INC.**

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Family Life Restoration Project, Inc.
2. The name and address of the registered agent and office are:

Judith Taylor-Waller  
4600 W. Cypress Street, Suite 465  
Tampa, Florida 33607

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
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SIGNATURE: Judith Taylor-Waller  
TITLE: Judith Taylor-Waller, Incorporator

DATE: January 10, 2002

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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Judith Taylor-Waller  
Judith Taylor-Waller, Registered Agent

DATE: January 10, 2002