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CORPORATION SERVICE COMPANY

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AUTHORIZATION :

Patricia Pizito

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CUSTOMER NO: 82866A

CUSTOMER: John J. Lancaster, Esq
Clark, Campbell & Mawhinney,
P.a.
Suite 800
500 South Florida Avenue
Lakeland, FL 33801

DOMESTIC FILING

NAME: SMART START YOUTH & FAMILY
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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XX PLAIN STAMPED COPY
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ARTICLES OF INCORPORATION
OF
SMART START YOUTH & FAMILY SERVICES, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a Florida not for profit corporation under the provision of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE I: NAME AND ADDRESS

The name of this corporation is SMART START YOUTH & FAMILY SERVICES, INC. Its address is 1629 East Edgewood Drive, Lakeland, Florida 33803.

ARTICLE II: PURPOSES

The general purposes for which this corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States tax code. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on

(a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States tax code,
or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future United States tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall further function and operate as a Florida not for profit corporation specifically for the following purposes and with the following objectives:

This corporation shall open and operate after school care and child care facilities in public schools and other locations for at risk and low income families. The corporation shall further provide educational programs to youths, families, and general public. The educational programs shall include the following:

- (a) tutoring of children participating in the after school and child care program;
- (b) community education programs for families regarding safe home environments, nutrition, health, first aid care, crime prevention, literacy, and substance abuse prevention; and
- (c) recruit and train community volunteers to assist with the training and teaching of families regarding safe home environment, nutrition, first aid care, crime prevention, literacy and substance abuse prevention.

It is the intent of the corporation to assist the Polk County School Board in Polk County, Florida, in a manner consistent with the corporation's charitable purpose, to improve and enhance children's education and families' home environment.

ARTICLE III: POWERS

The corporation shall have the power to:

1. Have succession by its corporate name for the period set forth in its articles of incorporation.
2. Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
3. Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."
4. Elect or appoint such officers and agents as its affairs shall require.
5. Adopt, change, amend and repeal By-Laws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
6. Increase, by a vote of its members cast as the By-Laws may direct, the number of its directors, managers, or trustees so that the number shall not be less than three (3) but may be any number in excess thereof.
7. Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
8. Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this chapter in any state, territory, district, or possession of the United States or any foreign country.
9. Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
10. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.

11. Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property or assets.
12. Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
13. Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
14. Make donations for the public welfare or for religious, charitable, scientific, education, or other similar purposes.
15. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.
16. Merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE IV: PROHIBITIONS AND REQUIREMENTS

At any time during which the corporation is a "private foundation" as defined in §509(a) of the Internal Revenue Code ("I.R.C."), it shall not:

- (a) Engage in any act of "self-dealing" as defined in I.R.C. §4941(d), which would give rise to any liability for tax imposed by I.R.C. §4941(a);
- (b) Retain any "excess business holdings", as defined in I.R.C. §4943(c), which would give rise to any liability for tax imposed by I.R.C. §4943(a);
- (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of I.R.C. §4944, so as to give rise to any liability for tax imposed by

I.R.C. §4944(a);

(d) Make any "taxable expenditures," as defined in I.R.C. §4945(d), which would give rise to any liability for tax imposed by I.R.C. §4945(a);

(e) During the period it is a "private foundation" as defined in I.R.C. §509, the corporation shall distribute, for the purposes specified in its articles of organization, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by I.R.C. §4942(a).

ARTICLE V: COMPENSATION AND DISTRIBUTION OF ASSETS ON DISSOLUTION

No member of the board of directors of the corporation shall receive or be lawfully entitled to receive any pecuniary profit from the operation of the corporation, except actual expenses to or on behalf of said corporation, if authorized by the board of directors. An officer of the corporation may receive reasonable compensation for services rendered to the corporation as an officer, without regard to whether he or she is also a director. This paragraph shall not preclude payment of reasonable compensation to a director, officer or member for services rendered to the corporation in any other capacity. Notwithstanding any other provision hereof, the corporation shall make no payment that would constitute "self-dealing" as defined in IRC §4941(d).

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further United States tax code, 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 a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI: LOCATION AND RESIDENT AGENT

The location of the corporation is in the City of Lakeland, County of Polk, State of Florida. Its principal office shall be located at 1629 East Edgewood Drive, Lakeland, Florida 33803. The name and address of its initial Resident Agent in Florida is SHEILA J. HOLTON, located at 1629 East Edgewood Drive, Lakeland, Florida 33803.

ARTICLE VII: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
SHEILA J. HOLTON	1629 East Edgewood Drive, Lakeland, Florida 33803

The incorporator of these Articles of Incorporation hereby assigns to this corporation any and all of his rights to constitute a corporation.

ARTICLE VIII: MEMBERSHIP

The corporation shall have one or more members. A designation of the class or classes of members and qualifications and rights of the members of each class, and the names of the initial member or members shall be set forth in the bylaws.

ARTICLE IX: OFFICERS

(a) The officers of this organization shall consist of a President, Vice President, Secretary, and Treasurer, and such other officers as may be provided for in the By-Laws adopted by the corporation and as amended from time to time.

(b) The names of the persons who are to serve as officers of the corporation until the first annual meeting of the membership in accordance with the By-Laws are:

President SHEILA J. HOLTON

Vice President/Treasurer DIANE DeSENA

(c) The officers shall be elected as provided for in the By-Laws adopted by the corporation and as amended from time to time.

ARTICLE X: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the board of directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3).

(a) The board of directors shall be members of the corporation.

(b) Members of the board of directors shall be elected and hold office in accordance with the By-Laws.

(c) The names and addresses of those who are to serve as the initial directors until the first annual meeting of the membership of the corporation, are:

SHEILA J. HOLTON	4810 Elam Road, Lakeland, FL 33813
DIANE DeSENA	3119 Bellflower Way, Lakeland, FL 33811
JEAN SALIO	195 E. Bullard Avenue, Lake Wales, FL 33853

ARTICLE XI: AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in accordance with Florida law in effect at the time. The procedure to amend articles of incorporation is currently set out in Florida Statutes, §617.017.

ARTICLE XII: EXISTENCE

This corporation is to exist perpetually beginning with the execution of these Articles of Incorporation.

IN WITNESS WHEREOF, I, SHEILA J. HOLTON, the undersigned subscribing incorporator have hereunto set my hand and seal this 9 day of March, 2005, for the purpose of forming this not for profit corporation under the laws of the State of Florida.


SHEILA J. HOLTON

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 9 day of MARCH, 2005, by SHEILA J. HOLTON on behalf of SMART START YOUTH & FAMILY SERVICES, INC.


Janice F. Williamson
 My Commission DD249332
Expires September 14, 2007

Notary Public-State of Florida
(Print, Type or Stamp Commissioned Name of Notary Public)
Personally Known ✓
OR Produced Identification _____
Type of Identification Produced _____

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Lakeland, County of Polk, State of Florida, has named SHEILA J. HOLTON, located at 1629 East Edgewood Drive, Lakeland, Florida 33803, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the appointment to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.


SHEILA J. HOLTON
Registered Agent

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