

N96000006051

LAW OFFICES

KRAMER, ALI, LAMBERT, FLECK & CAROTHERS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

THOMAS J. ALI, P.A.
RONALD L. BORNSTEIN, P.A.
BARRY D. CAROTHERS, P.A.
WILLIAM A. FLECK, P.A.
SCOTT KRAMER, P.A.
ROGER C. LAMBERT, P.A.
*ADMITTED FL, NY & CT

6650 WEST INDIANTOWN ROAD
SUITE 200
JUPITER, FLORIDA 33458

(561) 748-0000
FAX (561) 748-0000

November 18, 1996

Secretary of State
State of Florida
Division of Corporations
Tallahassee, Florida 32304

Re: Articles of Incorporation for
Parents for Children, Inc.
Not-for-Profit, Inc.

500002011185--7
-11/21/96--01051--012
*****70.00 *****70.00

Gentlemen:

Please find enclosed herein the original and one copy of the captioned Articles of Incorporation.

My check in the amount of \$70.00 is enclosed in payment of the following fees:

Filing Tax, Sec.607.364(4)	\$ 35.00
Registered Agent Fee, #607.361(4)	<u>35.00</u>
TOTAL	\$ <u>70.00</u>

Your prompt assistance in this matter is greatly appreciated.

Yours very truly,

Roger Lambert

Darryl Bacon
AUTHORIZE THIS BY PHONE TO:
CORRECT *Dr. Bacon*
DATE *11-27-96*
RCL/DB
DO NOT
Enclosures

FILED
NOV 21 11:10:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER NOV 27 1996

Articles of Incorporation
of
PARENTS FOR CHILDREN, INC.
a Florida Nonprofit Corporation

FILED
95 NOV 21 11:10:14
TALLAHASSEE
FLORIDA

ARTICLE I- CORPORATE NAME

The name of this corporation is: "PARENTS FOR CHILDREN, INC."

ARTICLE II - CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the *Florida Corporations Not for Profit Law* set forth in Section 617 of the *Florida Statutes*.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of education, leadership and sportsmanship, as well as any and all other related or corresponding charitable purposes.

B. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(C)(3) of the *Internal Revenue Code of 1954*, as amended, or under any corresponding provisions of any subsequent *Federal Tax Laws*, covering the distributions to organizations qualified as tax exempt organizations under the *Internal Revenue Code*, as amended, including private foundations and private operating foundations.

ARTICLE V - QUALIFICATIONS AND ADMISSION OF MEMBERS

The authorized number, manner of admission of members and qualifications of this

Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in *Florida Statutes*, Chapter 617 as it is presently enacted and as it may be amended in the future.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office shall be 6650 West Indiantown Road, Suite 200, Jupiter, Florida 33458, and the name of its Registered Agent at said address shall be ROGER LAMBERT, ESQUIRE. Also the mailing address and principal office.

ARTICLE VII - FIRST BOARD OF DIRECTORS

The following 11 persons shall serve the Corporation as Directors until the first annual meeting or other meeting called to elect Directors:

<u>NAME</u>	<u>ADDRESS</u>
Mr. Jeffrey Colbath	8857 Holly Oak Lane Jupiter, Florida 33458
Mrs. Doris Sadowsky	6445 Wood Lake Road Jupiter, Florida 33458
Mr. Michael Dyer	216 West Riverside Drive Jupiter, Florida 33469
Mr. John Sullivan	6114 Wood Creek Court Jupiter, Florida 33458
Mrs. Gloria Mosley	24 Country Club Circle Tequesta, Florida 33469
Mr. Mark Pantlin	1304 Mainsail Circle Tequesta, Florida 33469

Mr. Michael S. [unclear]

301 Circle East
Jupiter, Florida 33458

Mrs. Kellie Trotta

10385 S.E. BayanWay
Tequesta, Florida 33469

Dr. Eric Ressler

8141 S.E. Double Tree Drive
Hobe Sound, Florida 33455

Mrs. Phyllis Lucia

6301 Winding Lake Drive
Jupiter, Florida 33458

Mrs. Robin DeMonaco

16208 132nd Terrace
Jupiter, Florida 33478

ARTICLE VIII - BASIS UNDER WHICH CORPORATION ORGANIZED

This Corporation is organized under a non-stock basis. The Corporation is a not for profit corporation as defined by the *Not For Profit Corporation Act* in Section 617.01 of the *Florida Statutes*. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers, or other private persons except as specifically permitted under the provisions of the *Florida Not For Profit Corporation Act*.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

a. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled and affairs conducted by a board of at least 3 Directors, but not exceeding 11 Directors. The numbers of Directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the Board of Directors.

b. Election of Directors. The method of electing Directors shall be as set forth in *Florida Statutes*, Chapter 617.

c. Elective Officers. The officers of this Corporation shall be a President, Vice President, Secretary, Treasurer, and Senior Coach. Other offices and officers may be established or appointed by the members of this Corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in *Florida Statutes*, Chapter 617.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Roger Lambert	6650 West Indiantown Road, Suite 200 Jupiter, Florida 33458

ARTICLE XI - BYLAWS

By-Laws will be hereafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended, repealed, in whole or in part, by the Directors in the manner provided in the Bylaws. Any amendments to the Bylaws shall be binding on all members of this Corporation.

ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation shall be as set forth in *Florida Statute*, Chapter 617, as is presently adopted or hereinafter amended.

ARTICLE XIII - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of liabilities of the Corporation, dispose of all the assets of

the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the *Internal Revenue Code of 1954*, (or the corresponding provisions of any future *United States Internal Revenue Law*), as the Board of Directors shall determine, and any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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.

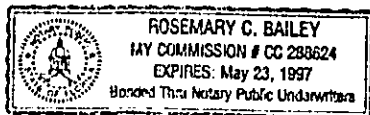
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 17th day of November, 1996.

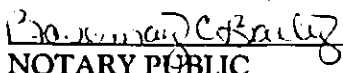
STATE OF FLORIDA
COUNTY OF PALM BEACH



ROGER LAMBERT,
INCORPORATOR

The foregoing, Articles of Incorporation were acknowledged before me this 18th day of November, 1996, by ROGER LAMBERT.





NOTARY PUBLIC
State of Florida at Large
My Commission Expires: 5-23-97

CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE

OF PROCESS WITHIN THIS STATE NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED


The following is submitted pursuant to Section 48.091(1) and Section 607.034, Florida
Statutes:

PARENTS FOR CHILDREN, INC. desiring to organize under the laws of the State of
Florida being in the County of Palm Beach, has named ROGER LAMBERT, at 6650 West
Indiantown Road, Suite 200, Jupiter, Florida 33458, as its initial registered 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
above stated office within this State, I hereby accept to act in this capacity and agree to comply
with the provisions of said statute relative to keeping the registered office of the corporation
open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays, and to
post therein a sign designating the name of the corporation and the name of its registered agent.

Dated this 18th day of November, 1996.



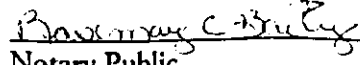
ROGER LAMBERT

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Article of Incorporation were acknowledged before me this 18 day
of November, 1996, by ROGER LAMBERT.





Notary Public
State of Florida at Large
My Commission Expires: 5-23-97

95 NOV 21 11:00:14
SECTION 607.034
FLORIDA