

TRANSMITTAL LETTER

N97000007220

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN -2 AM 9:00

FILED

SUBJECT: Foster Care Review Board Of Hernando County, Inc.
(Proposed corporate name - must include suffix)

000002389240--9
-01/05/98--01045--001
*****78.75 *****78.75

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert A. Spacaro ⁵⁹⁶⁻⁰¹³¹
Name (Printed or typed)

15146 Brookridge Blvd.
Address

Brooksville FL 34601
City, State & Zip

352-754-4201
Daytime Telephone number

F. CHESSEY JAN 2 1998

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

FILED
98 JAN -2 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

FOSTER CARE REVIEW BOARD OF HERNANDO COUNTY, INC.

A Florida corporation not for profit

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a non stock, perpetual existing corporation not for profit pursuant to Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be FOSTER CARE REVIEW BOARD OF HERNANDO COUNTY, INC.

ARTICLE II

PURPOSE

Section 1. The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as Amended ("code").

Section 2. Without in any way limiting the forgoing general purposes, the specific purpose of the corporation is to organize and administer a program for citizen review of foster care cases, as set forth in section 39.4531 of the Florida Statutes, in Hernando County, Florida and to promote citizen review of foster care cases as a means of improving the quality of substitute care for dependant children in the State of Florida.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the code or by an organization contributions to which are deductible under Section 170(c)(2) of the code.

Section 4. The corporation shall not engage in investments or conduct other activities which would cause the Corporation to become a private foundation, as such term is defined in section 509 of the code.

Section 5. The Corporation shall not except contributions from any entity or person in an amount or of a type which would cause the Corporation to become a private foundation, as such term is defined in section 509 of the code.

ARTICLE III

DISSOLUTION

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c) (3) and 170(c) (2) of the code or corresponding sections or any prior or future Code or to the federal state or local government exclusively for public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV

INCORPORATOR

The name and address of the incorporator is:

Robert A. Spadaro
20 North Main St.
Brooksville FL 34601

ARTICLE V

TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

NON STOCK CORPORATION

This Corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that such

certificates are not transferable and that the Corporation is a not for profit corporation.

ARTICLE VII

MEMBERSHIP

The membership Of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall consist of three classes as follows:

(a) Voting Members - which will include the persons constituting the initial Board of Directors and such additional personas as they may by majority vote elect and which may include not more than three (3) liaison panel members.

(b) Supporting Members - which shall include all members that are not voting members; and

(c) Honorary Members which will be voted upon by the Board of Directors on a individual basis. Honorary Members are not Voting Members.

The qualifications for membership and the manner of admission to Membership shall be governed and regulated by the bylaws of the Corporation.

ARTICLE VIII

BOARD of DIRECTORS

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and address of the persons who are to serve as the initial Directors of the Corporation are:

Richard A. Howard Esq.
7141 Mariner Boulevard, Spring Hill, FL 34609.

Karen Nicolai, CPA
20 North Main Street, Brooksville, FL 34601.

Qureshi Rizwan, MD
2142 Cottondale Ave., Spring Hill, FL 34608.

ARTICLE IX

OFFICERS

Section 1. The officers of the Corporation shall include a President, a Vice President, a Secretary and a Treasurer. The Corporation may have additional officers as may be designated by the Bylaws.

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the bylaws.

ARTICLE X

REGISTERED OFFICE AND AGENT
PRINCIPAL OFFICE

Section 1. The street address of the registered office of this Corporation is: 20 North Main St., Brooksville FL 34601.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is Robert A. Spadaro.

ARTICLE XI

BYLAWS

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Directors, as more specifically provided for in the Bylaws.

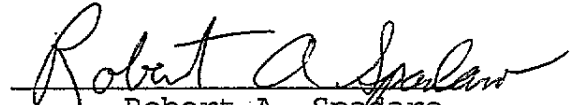
ARTICLE XII

AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Voting Members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under section 501(c)(3) of the code), director, or officer of the Corporation's assets. Any amendment

to these Articles may not contain any provisions which would be unlawful at the time of such amendment.

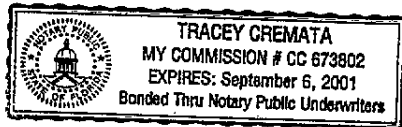
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30 day of December, 1997

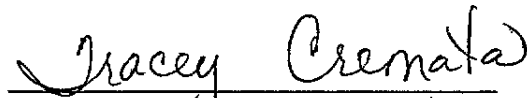

Robert A. Spadaro

STATE OF FLORIDA
COUNTY OF HERNANDO

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, ROBERT A. SPADARO, to me well known and well known to me to be the person who executed the forgoing Articles of Incorporation of the FOSTER CARE REVIEW BOARD OF HERNANDO COUNTY, INC., and acknowledged before me that he executed the same freely and voluntarily for the use and purposes therein set forth expressed.

IN WITNESS WHEREOF, I have unto set my hand and affixed my official seal on this 30 day of December, 1997.




Tracey Cremata

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

FOSTER CARE REVIEW BOARD OF HERNANDO COUNTY, INC.

(must include suffix)

2. The name and address of the registered agent and office is:

ROBERT A. SBADARO

(NAME)

20 North Main St.

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Brooksville FL 34601

(CITY/STATE/ZIP)

98 JAN -2 AM 9:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 obligations of my position as registered agent.

Robert A. Spadaro
(SIGNATURE)

December 30 1997
(DATE)