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R. Glen Mitchell & Associates, Inc.
Land Planners - Landscape Architects
1515 San Macro Boulevard
Jacksonville, Florida 32207
904/ 396-9665

February 11, 1998

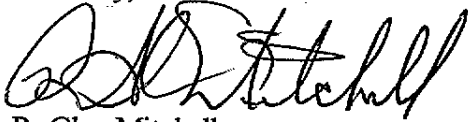
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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT: COMPASSIONATE FAMILIES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation for the above, along with a check in the amount of \$131.25 for the Filing Fee, Certified Copy, and Certificate. I trust you will find all in order, but I remain available at the above daytime telephone to address any questions.

Sincerely,



R. Glen Mitchell
Incorporator and Registered Agent

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98 FEB 16 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RGM
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COMPASSIONATE FAMILIES, INC.
A Florida Corporation Not For Profit

ARTICLE I.

NAME

The name of the corporation is Compassionate Families, Inc.

ARTICLE II

The principal office and mailing address of this corporation shall be 108 Janelle Lane,
Jacksonville, Florida 32211.

ARTICLE III

The corporation is organized and will be operated exclusively for educational and charitable purposes within the meaning of Section 501 (C) (3) and Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue laws) and will fulfill its purpose exclusively for the benefit and support of family and friends of those who have died by murder or homicide. The primary focus of the corporation shall be to

offer grief recovery services and friendship to surviving parents, family, and friends of homicide victims; organize informational meetings and peer support, to be conducted on a regular basis; provide information about the grieving process, the criminal justice system and victims rights, the social and professional services available in the community, and the crime victims compensation program, including assistance in filing claims; offer supportive peer counseling; provide court escort services for activities such as depositions, hearings, trials, sentencing, and post sentencing appellate activities; educate the general public to problems faced by survivors and the impact of violent crime on family survivors and the community as a whole; and, in general, engage in all activities incidental to grief recovery services.

The corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the corporation shall be distributable to or inure to the benefit of its officers or directors or any private person, 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 its purposes as set forth in this Article III. No 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 any candidate for public office. Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (a) (3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue laws), or (2) by a corporation, contributions to which are deductible under

Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue laws).

ARTICLE IV.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is; 108 Janelle Lane, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation at that address is R. Glen Mitchell. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE V.

INCORPORATOR

The name and address of the Incorporator of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
R. Glen Mitchell	108 Janelle Lane Jacksonville, Fl 32211

ARTICLE VI.

MEMBERSHIP

The Corporation shall have the following classes of members.

1. Voting Membership: Voting Members shall consist of the Board of Directors and all other persons who are survivors of a victim of murder or homicide and attend at least three meetings per year.

2. Associate Membership: Associate Members shall consist of an Advisory Board, as may be established by the Board of Directors, all other persons and victims served by the Corporation, and registered volunteers, along with other interested individuals who make application.

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE VII

OFFICERS

The officers of the corporation shall be elected by the Board of Directors, in the manner provided in the Bylaws; and each officer shall hold his/her respective office until his or her successor is duly elected and qualified, and shall have such powers and duties as may be prescribed in the Bylaws or determined by the Board of Directors.

ARTICLE VIII

DIRECTORS

The corporation shall have nine (9) Directors, three of which are named below, with the remaining directors to be named at the Board's first meeting. The number of directors may be increased or decreased by amendment to the Bylaws duly adopted by the Board of Directors, but in no event shall the number of directors be reduced below five (5) and no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. Each initial director shall hold his or her office as provided by the Bylaws. The manner in which directors shall be elected or appointed shall be stated in the Bylaws.

The initial directors shall consist of the following:

<u>Name</u>	<u>Address</u>
1. Debra Lewis	7751 Rushmore Court Jacksonville, Florida 32244
2. Virginia Johnson	11457 Secretariat Lane West Jacksonville, Florida 32218
3. Glen Mitchell	108 Janelle Lane Jacksonville, Florida 32211

ARTICLE IX

BYLAWS

The Board of Directors, by majority vote, may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, or by procedure set forth in the Bylaws.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI
DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of termination or dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all the the remaining assets and property of the corporation exclusively for charitable purposes to crime victim support organizations that are then exempt from taxation under Section 501 (c) (3) or the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), and to which contributions are then deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any subsequent United States internal revenue laws), or to the local, state or federal government exclusively for public purposes.

ARTICLE XII
DISTRIBUTION OF INCOME

(1) The corporation shall distribute its income for each taxable year at such time and in such

manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

(5) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent United States internal revenue laws.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 11th day of FEBRUARY, 1998.



Glen Mitchell

Incorporator

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
COMPASSIONATE FAMILIES, INC.**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to sections 48.091 and 617.0501, Florida Statutes, the undersigned, having been designed as the initial Registered Agent for the service of process within the State of Florida upon COMPASSIONATE FAMILIES, INC., a corporation not for profit organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 108 Janelle Lane, Jacksonville, Florida 32211.

IN WITNESS WHEREOF, I, as such designated Registered Agent, have hereunto set my hand at Jacksonville, Duval County, Florida, on this 11th day of February, 1998.



R. Glen Mitchell
Registered Agent