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ACCOUNT NO. : 072100000032

REFERENCE : 944829 80622A

AUTHORIZATION :

COST LIMIT : -----

ORDER DATE : August 28, 1998

ORDER TIME : 3:28 PM

ORDER NO. : 944829-005

CUSTOMER NO: 80622A

CUSTOMER: Ronald C. White, Esq  
RONALD C. WHITE, ESQ  
5348 First Avenue North  
St. Petersburg, FL 33701

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DIVISION OF CORPORATIONS  
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NAME: ~~OPEN DOOR OF FLORIDA, INC. 500002628186~~ -0  
-08/31/98--01001--013  
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EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX PLAIN STAMPED COPY
- XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS:

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W98-19861

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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

August 31, 1998

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SUBJECT: OPEN DOOR OF FLORIDA, INC.  
Ref. Number: W98000019861

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**RESUBMIT**

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*OPEN DOOR Social Services of Florida, Inc.*

We have received your document for ~~OPEN DOOR OF FLORIDA, INC.~~  
However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Claretha Golden  
Document Specialist

Letter Number: 998A00044763

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION**

**FOR**

OPEN DOOR SOCIAL SERVICES OF FLORIDA, INC.

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The undersigned, acting as incorporator for the purpose of forming a corporation for non-profit pursuant to the "Florida Not For Profit Corporation Act", Chapter 617 of Florida Statutes, hereby do adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is OPEN DOOR SOCIAL SERVICES OF FLORIDA, INC.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall exist perpetually, commencing on the date of filing these Articles with the Secretary of State of Florida.

**ARTICLE III**

**PURPOSES OF CORPORATION**

The purposes for which the corporation is organized are:

(a) To operate and function as a non-profit organization serving to operate group homes, emergency shelters and placement agencies (foster care and kinship care) for children and youth; including, but not limited to, ancillary services such as counseling/therapy, drug/alcohol screens, parenting skills classes, and other such services designed to promote the improved welfare of children, youth, and their families.

(b) Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any present or 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 IV**

#### **ADDRESS OF CORPORATION**

The CURRENT principal office and mailing address of this corporation is:

606 Court Street, Suite 404  
Reading, PA 19601

#### **ARTICLE V**

#### **DIRECTORS**

The affairs of the corporation are to be managed by the Board of Directors that shall always have no less than four (4) members. The number of directors constituting the initial Board of Directors of the corporation is five (5). The name and address of each person who is to serve as a member of the initial Board of Directors are:

**Paul Langley, Jr.**  
President

606 Court Street, Suite 404  
Reading, PA 19601

**Daniel Daily**  
Vice-President

12 Somerset Drive  
Coatesville, PA 19320

**Janet Phillips**  
Secretary

622 Old Schoolhouse Road  
Landenberg, PA 19350

**Janet Gregg**  
Treasurer

2 N. High Street, Suite 320  
West Chester, PA 19380

**David Donohue**

177 Hilltop Road  
Avondale, PA 19311

## **ARTICLE VI**

### **MANNER OF ELECTION OF DIRECTORS**

The method of election of Directors shall be stated in the Corporation's By-Laws.

## **ARTICLE VII**

### **MEMBERSHIP**

The Corporation shall have no members.

## **ARTICLE VIII**

### **NON-STOCK CORPORATION**

This corporation is organized under a non-stock basis.

## **ARTICLE IX**

### **AMENDMENTS TO ARTICLES**

Amendments to the Articles of Incorporation will be effective upon the majority vote of the Board of Directors approving the amendments.

## **ARTICLE X**

### **INCORPORATOR**

The name and addresses of the incorporator of these Articles of Incorporation is:

**Paul Langley, Jr.**  
606 Court Street, Suite 404  
Reading, PA 19601

## **ARTICLE XI**

### **ANNUAL ACCOUNTINGS**

The Treasurer of the Corporation shall prepare annually, an annual accounting of the affairs of the corporation and submit the accounting to the members of the Board of Directors for their review and approval.

## **ARTICLE XII**

### **DISTRIBUTION OF EARNINGS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth herein above, and no director or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Notwithstanding the above language, no compensation shall be paid to any corporate Director or Officer for his, her or its services as a Director or Officer of the Corporation. 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 against any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as subsequently amended, or the corresponding provision of any

future United States Internal Revenue law or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Revenue law.

### **ARTICLE XIII**

#### **DISSOLUTION OF CORPORATION**

Upon the dissolution of the corporation, the Board of Directors after paying or making provision for the payment of all of the liabilities of the corporation shall dispose of all assets of the corporation by turning over said assets to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future law, or the Federal, State or local government for exclusive public purposes.


### **ARTICLE XIV**

#### **REGISTERED AGENT AND ADDRESS**

The street address of the initial registered office of the Corporation and the name of its initial registered agent is

**Ronald C. White  
5348 First Avenue North  
St. Petersburg, Florida 33710**

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals,  
acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of  
Florida, this 26<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
PAUL LANGLEY, JR.  
Incorporator



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

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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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:


**OPEN DOOR SOCIAL SERVICES OF FLORIDA, INC.**

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

**RONALD C. WHITE  
5348 First Avenue North  
St. Petersburg, Florida 33710**

Having been named as a 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.

Dated this 27<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
**RONALD C. WHITE**