



**Jones
Madden & Grosso, PLC**
ATTORNEYS AT LAW

Matthew L. Jones

mlj@jmglaw.com

John W. Madden

jwm@jmglaw.com

Joseph D. Grosso, Jr.

jdg@jmglaw.com

759 South Federal Highway
Suite 212 • Stuart, FL 34994

January 12, 2000

REPLY TO:

Post Office Box 2434

Stuart, FL 34995-2434

Telephone: (561) 220-3496

Facsimile: (561) 220-2744

Bureau of Corporate Records
Division of Corporation
Department of State
P.O. Box 6337
Tallahassee, FL 32314

Re: Angelheart Acres, Incorporated

300003101853--1
-01/18/00--01132--021
*****78.75 *****78.75

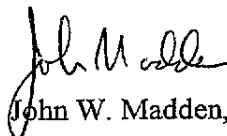
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation of Angelheart Acres, Incorporated, the Certificate Designating Registered Agent, and our check in the sum of \$78.75 representing payment as follows:

Filing Fee	\$35.00
Registered Agent's Fee	35.00
Certified Copy of Charter	8.75
TOTAL	\$ 78.75

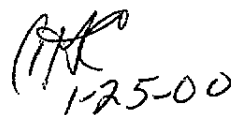
Once these Articles of Incorporation have been approved and filed by your office, please forward a certified copy of the charter using the extra copy enclosed.

Sincerely,


John W. Madden, Esq.

JWM/dmm
Enclosures

FILED
00 JAN 18 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
ANGELHEART ACRES, INCORPORATED

FILED
00 JAN 18 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby certify their intention to form a not for profit corporation under and by virtue of the laws of the State of Florida, and further certifies that:

ARTICLE I

The name of this corporation shall be Angelheart Acres, Incorporated

ARTICLE II
TERM OF EXISTENCE

This corporation is to exist perpetually. In the event that the association shall be dissolved, upon such dissolution all assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986, as amended, or to the Federal, State or local government for exclusive public purpose.

ARTICLE III
NATURE OF BUSINESS

The general nature of the business or businesses to be transacted under this Certificate of Incorporation shall be:

The purpose or purposes for which this corporation is organized are exclusively for those charitable purposes within the meaning of Section 501 (c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. This corporation shall not be conducted or operated for profit, and no part of the net earnings of this corporation shall enure 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 any payments and distributions in furtherance of the purposes set forth herein.

Notwithstanding any other provisions of these articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income tax under the relevant subsection of Section 501 (c) of the Internal Revenue Code of 1986 or the correspondence provision of any future United States Internal Revenue law, or by a corporation

as defined by Section 170 of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law)

This corporation is formed for charitable and benevolent purposes and especially (a) To provide home for infants in risk of and children infected and affected by HIV/AIDS and medically complex children; (b) To care for children in a loving and nurturing atmosphere, where there is a mom and dad; (c) To provide a place for temporary care of a child who is alleged to be dependant pending court disposition before or after adjudication; (d) To provide HIV/AIDS education to the community; (e) To take affirmative action as deemed necessary to improve the care for children; (f) To be the collective voice of all the children; (g) To give quality, foster/shelter/adoptive care in the state of Florida; and (h) To provide temporary respite care to families in medical crisis.

ARTICLE IV POWERS

The powers of the corporation shall include and be governed by the following provision:

- Section 1. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration, and all the powers set forth in the Declaration which are lawful.
- Section 2. The Corporation shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:
- (a) To make and amend By-Laws for the Corporation and regulations respecting the use of the property.
 - (b) To enforce by legal means the provisions of the Declaration, these Articles and the By-Laws.

ARTICLE V NATURE OF THE ASSOCIATION

This Home/Shelter shall be incorporated, self-governing, nonprofit, Nonpartisan, and nonsectarian. The Home/Shelter shall solicit and receive funds for the accomplishment and furtherance of the for the purpose set forth.

**ARTICLE VI
AUTHORIZED SHARES**

This Corporation shall have no Capital Stock. This Corporation is not organized for profit and no part of the net earnings of the Corporation shall enure to the benefit of or be payable to any individuals in the Corporation which is organized and operates as a charitable Corporation under the laws of the State of Florida shall be so operated during the entire period of its existence.

**ARTICLE VII
MAILING ADDRESS**

The mailing address of the Corporation is:

Angelheart Acres, Incorporated

171 NE Caprona Avenue
Port St. Lucie, FL 34983

**ARTICLE VIII
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

John W. Madden, Esquire

759 S. Federal Highway, Suite 212
Stuart, FL 34994

**ARTICLE IX
SUBSCRIBER**

The name and address of the subscriber hereto is Patricia Ann Iania, 171 NE Caprona Avenue, Port St. Lucie, FL 34983

**ARTICLE X
QUALIFICATION OF MEMBERS**

Membership shall consist of such class or classes with such qualification, rights, and obligations as shall be set forth in the by-laws of the association, as the same may from time to time be amended by the executive committee.

ARTICLE XI
MANNER OF ELECTION OF DIRECTORS

The Board of Directors shall consist of no less than five (5) members who shall serve two (2) year terms. The Board of Directors shall consist of a President, Vice-President, Corresponding Secretary, Recording Secretary and Treasurer.

Election of the Board of Directors is conducted by the Nomination Committee during the November meeting President and Treasurer shall be elected in odd-numbered years. Recording Secretary, Corresponding Secretary and Vice-President will be elected in even numbered years.

The ballots will be prepared for elections of officers for each local foster parent association member in good standing as per Florida State Foster Parent Association by-laws. The candidate for each office receiving the plurality of votes cast shall be elected to that office.

ARTICLE XII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every proposed amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Member's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain of these Articles of Incorporation be made.

ARTICLE XIII
BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by a two-thirds (2/3rds) majority vote of the Directors of the corporation.

This association shall not engage in activities other than those, which would be in furtherance of the purpose set forth in Article III of the Articles of Incorporation and in no event shall any activities be in contravention of the law or the provisions permitted to be carried on by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986.

IN WITNESS WHEREOF, the undersigns have hereunto set their hand and seal and subscribed to these Articles of Incorporation at Stuart, Florida, this 8th day of December, 1999.

Patricia Ann Iania
PATRICIA ANN IANIA

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 8th day of December, 1999, by Patricia Ann Iania who is personally known to me and who did not take an oath. She subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)



Teresa G. Hankins
Teresa G. Hankins (Print Name)
NOTARY PUBLIC
My Commission Expires: 12/28/02

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated on the above Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping open said office.

John W. Madden
JOHN W. MADDEN, ESQUIRE
Registered Agent

FILED
00 JAN 18 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA