

**ARTICLES OF INCORPORATION
OF
STRAWBERRY CREEK YOUTH AND FAMILIES ORGANIZATION, INC.
A Florida "Not for Profit" Corporation**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a not-for-profit corporation for the purposes and with powers set forth herein.

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is STRAWBERRY CREEK YOUTH AND FAMILIES ORGANIZATION, INC. The principal office of the corporation shall be located at 306 Century Street, Jacksonville, FL 32211 but the Corporation may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors. The principal office shall also be the mailing and registered office address.

ARTICLE II - TERM OF EXISTENCE

The period of duration is perpetual. The corporation is organized pursuant to the Not for Profit Corporation laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSE AND POWERS

The purposes of this corporation shall be exclusively charitable and educational and undertake the following activities:

- A. To work for the provision of services to the children, youth and families of the Strawberry Creek area.
- B. To partner with other non-profit and for-profit corporations to bring such services about.
- C. To undertake any other projects or lawful activities consistent with Section 501 © (3) of the Internal Revenue Code which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- D. Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. No substantial

part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. For such purposes, the Corporation shall have and exercise the following authority and powers:

1. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.
2. To do all things necessary or desirable to accomplish the purposes of the Corporation as the Directors of the Corporation may from time to time deem appropriate which are consistent with powers conferred upon a not-for-profit corporation under the laws of the state of Florida and the Internal Revenue Code.
3. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein, wherever situated.

ARTICLE IV - NO DISTRIBUTION OF GAIN

The Corporation is organized exclusively for charitable and educational purposes. The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent and office of the Corporation is:
Mary Brown, 306 Century Street, Jacksonville, FL 32211.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors. The number of Directors of the Corporation shall be not less than ~~three~~ (5); provided however that the Board of Directors may, from to time, increase or decrease the number of Directors, so long as the number of directors does not exceed nine (9). The method of election of the Board of Directors shall be in stated in the Bylaws. The names of addresses of the initial Board of Directors are:

Mary Brown
306 Century Street
Jacksonville, FL 32211

Tina Fowler
8819 India Avenue
Jacksonville, FL 32211

Delma Craig
528 E. 59th Street
Jacksonville, FL 32208

ARTICLE VII - OFFICERS

Subject to the direction of the Board of Directors, the officers shall administer the affairs of this corporation as designated in the Bylaws. The names of the officers who shall serve until the first annual meeting of the Board of Directors are:

President - Mary Brown
Vice President - Delma Craig

Secretary - Tina Fowler

Other officers may be authorized and elected pursuant to the Corporation Bylaws.

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or repealed in the manner set forth in the Bylaws.

ARTICLE IX - AMENDMENTS

The Corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation or any amendments hereto. Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each director in the same manner as notice for the meeting. Such amendment shall require the assent of a two-thirds majority vote of the directors present.

ARTICLE X - DISSOLUTION

The Corporation may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the directors. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is: Mary Brown, 306 Century Street, Jacksonville, FL 32211

These Articles of Incorporation are hereby executed by the incorporator on this 13 day of January, 2000.

Mary J. Brown
Incorporator

* * * * *

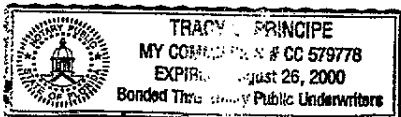
STATE OF FLORIDA]

COUNTY OF DUVAL]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared _____, who is personally known to me known or who has produced Lic# B1650-590-61-845 as identification and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of January, 2000.

Tracy R. Principe
NOTARY PUBLIC STATE OF FLORIDA



CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED

JAN 28 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Strawberry Creek Youth & Family Organization, Inc.
desiring to organize or qualify under the laws
of the State of Florida, with its principal place of business in the City of Jacksonville, County of
Duval, State of Florida, has named Mary Brown, Jacksonville FL 32211, as its
agent to accept service of process within Florida.

Tina M. Fowler
(Print Name)
Secretary
(Date) 1-13-00

Having been named to accept service of process for the above stated corporation, at the place
designated in the certificate, I agree to act in this capacity and I further agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.

Mary Brown
(Print Name)
(Date) 1/13/00