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Transmittal Letter

March 2, 1999

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

Subject: Commission on Services for Children with Special Needs, Inc.
Initial Registration of New Corporation

Enclosed are an original and one copy of the Articles of Incorporation and a check for \$87.50.

\$35.00	Filing Fee
35.00	Designation of Registered Agent
8.75	Certified Copy
8.75	Certificate of Status
<u>\$87.50</u>	

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From: John H. Minge, III
5776 St. Augustine Road
Jacksonville, Florida 32207
904-448-4700-217

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00 MAR -6 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Articles of Incorporation

ARTICLE I.

NAME

The name of the Corporation is Commission on Services for Children with Special Needs, Inc., a not-for-profit corporation organized pursuant to Florida Statutes Chapter 617.

ARTICLE II.

DURATION

The term of duration of the Corporation shall be perpetual.

ARTICLE III.

PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be:

5776 St. Augustine Road
Jacksonville, FL 32207

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ARTICLE IV.

PURPOSES, LIMITATIONS, AND DISSOLUTION

A. Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes, and not for pecuniary profit. The Corporation will assist families, professionals, and agencies of Northeast Florida in developing and maintaining a comprehensive, coordinated system of care for children with special needs, birth through 21.

B. Limitations. No part of the net earnings shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized an empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 4.1 of this Article. 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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by any organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or (b) by an organization whose contributions to which are deductible under Section 170 of the Code.

C. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the

extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to such other organization or organizations organized for charitable, educational or scientific purposes and having its or their principal place of business in Duval County, Florida, as the Board of Directors shall determine; provided, however that any organization to which assets are distributed pursuant to this paragraph shall, at the time, qualify as organization exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code; and, in the absence of any such organization or if such determination is not made by the Board of Directors, to the State of Florida for a public purpose.

ARTICLE V. MEMBERSHIP

The Corporation shall have no members.

ARTICLE VI. REGISTERED AGENT AND PRESENT REGISTERED OFFICE

The name of the registered agent is John H. Minge, III, and the street address of the present registered office is 5776 St. Augustine Road, Jacksonville, FL 32207.

ARTICLE VII. DIRECTORS

A. Board of Directors. All corporate powers shall be executed by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law, or in these Articles or the Bylaws of the Corporation.

B. Election of Directors and Number. The number of Directors constituting the Board of Directors of the Corporation shall be established by the Bylaws of the Corporation but shall be not less than five. The Directors will be elected at the organizational meeting of the Corporation, and thereafter, elected in such manner and to serve for such terms as shall be provided in the Bylaws.

ARTICLE VIII. INDEMNIFICATION

Subject to the Bylaws, the Board of Directors is hereby authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent allowed by law.

**ARTICLE IX.
BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of corporate powers, shall be adopted and may be changed, amended, or repealed by a majority vote of the Board of Directors.

**ARTICLE X.
AMENDMENTS**

These Articles may be amended in a manner provided by law.

**ARTICLE XI.
INCORPORATOR**

The Incorporator to these Articles of Incorporation is John H. Minge, III, 5776 St. Augustine Road, Jacksonville, Florida 32207.

John H. Minge, III (Incorporator)
Signature of Incorporator

3/2/2000
Date

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 related

John H. Minge, III

3/2/2000