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November 28, 2000

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*****78.75 *****78.75

Division of Corporations

P.O. Box 6327

Tallahassee, FL 32314

Please find enclosed a petition to convert from a profit corporation to a not for profit corporation, the Order signed by the circuit court judge, the new articles of incorporation, and a check for \$78.75. If everything meets with the State's approval, please change Together For Children, Inc. from a profit corporation into a not for profit corporation.

Sincerely,

Carolyn Bellof

Carolyn Bellof

FILED
00 NOV 29 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FL 32303

12-12
WC

IN THE CIRCUIT COURT OF THE FIFTH
JUDICIAL CIRCUIT IN AND FOR
MARION COUNTY, FLORIDA
CASE NUMBER: 00-CA-001751

Together For Children, Inc.,
Petitioner.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

ORDER

THIS CAUSE came before the Court on the Petitioner's Motion to Convert For Profit Corporation to a Not For Profit Corporation. The Court, having reviewed the file and being duly advised in the premises finds:

1. Together For Children, Inc. is a corporation that maintains its principal place of business in Marion County, Florida, and as such, this Court has jurisdiction over this matter.

2. The Petition and Proposed Articles of Incorporation are in proper form.

ORDERED AND ADJUDGED the Petition is granted.

All of the property of the corporation shall become the property of the successor corporation not for profit, subject to all indebtedness and liabilities of the corporation.

DONE AND ORDERED at Ocala, Marion County, Florida this 9 day of November, 2000.

CARVEN D. ANGEL

Honorable Carven Angel
Circuit Judge

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true copy of the foregoing was furnished to Carolyn Bellof, Attorney for Petitioner, P.O. Box 830418, Ocala, FL 34483-0418, by U.S. Mail this 9 day of November, 2000.

GAIL WATSON

Judicial Assistant

IN THE CIRCUIT COURT OF THE FIFTH JUDICIAL CIRCUIT
IN AND FOR MARION COUNTY, FLORIDA

Together For Children, Inc.

PETITION TO CONVERT NOT FOR PROFIT CORPORATION
TO A NOT FOR PROFIT CORPORATION

COMES NOW, TOGETHER FOR CHILDREN, INC. pursuant to Section 617.1805, Florida Statute, to request this Court convert Together For Children, Inc. from a Profit Corporation to a Not For Profit Corporation.

1. Together For Children, Inc. is a Marion County Corporation.
2. Written consents of all shareholders authorizing the change and directing an officer to file the petition is attached as Exhibit A.
3. A statement agreeing to accept all property of the petitioning corporation and to assume and pay all its debts and liabilities is attached as Exhibit B.
4. The proposed Articles of Incorporation, signed by the President and the Secretary, meeting the requirements of F.S. 617.0102 are attached as Exhibit C.

WHEREFORE, the Petitioner, Together For Children, requests this Court approve the Articles of Incorporation and endorse its approval thereon.

By: Carolyn Bellof
Carolyn Bellof
P.O. Box 830418
Ocala, FL 34483-0418
352-401-9996
Florida Bar No. 138258

Exhibit A

I hereby consent and authorize the President of Together For Children, Inc. to change the for profit status to not for profit status. I hereby direct the President of Together For Children to file the Petition to change status.

Cheri L. Erskin
Cheri L. Erskin

10-4-00
Date

I hereby consent and authorize the President of Together For Children, Inc. to change the for profit status to not for profit status. I hereby direct the President of Together For Children to file the Petition to change status.

Gregory L. Erskin
Gregory L. Erskin

10-3-00
Date

Exhibit B

Together For Children, Inc. hereby agrees to accept all property of the petitioning corporation and to assume and pay all of the corporation's debts and liabilities.

Cheri L. Erskin
Cheri L. Erskin, President

10-4-00
Date

Gregory L. Erskin
Gregory L. Erskin, Secretary

10-3-00
Date

**ARTICLES OF INCORPORATION
OF
TOGETHER FOR CHILDREN, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation ("Articles"), for the purpose of forming a corporation not for profit under Florida Statutes Chapter 617, hereby makes, subscribes and adopts the following Articles in accordance with the laws of the State of Florida.

ARTICLE I NAME

The name of the corporation shall be **TOGETHER FOR CHILDREN, INC.**

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be 8305 S.E. 58th Avenue, Ocala, FL 34480. The principal mailing address of this corporation shall be 8305 S.E. 58th Avenue, Ocala, FL 34480.

ARTICLE III PURPOSE

This corporation is organized exclusively for the purpose of education and care of children away from their homes where substantially all the care provided is to enable individuals to be gainfully employed and the services are to be available to the general public within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

Election. Directors shall be elected in the manner set forth in the Bylaws of the corporation.

Number. This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, as provided in the Bylaws of the corporation; however, the corporation shall at all times have at least three (3) Directors.

ARTICLE V INITIAL OFFICERS/DIRECTORS

Initial President:	8305 S.E. 58 th Avenue
Cheri L. Erskin	Ocala, Florida 34480

Initial Secretary:	8305 S.E. 58 th Avenue
Gregory L. Erskin	Ocala, Florida 34480

Initial Treasurer:	8305 S.E. 58 th Avenue
Jesse Erskin	Ocala, Florida 34480

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of this corporation is 8305 S.E. 58th Avenue, Ocala, Florida 34480. The name of the initial registered agent of this corporation is **CHERI L. ERSKIN**. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to confer benefits on its members in conformity with the purposes set for in Article III of these Articles. 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 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 (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) 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 Law).

ARTICLE VIII DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a local or state government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Carolyn Bellof
2206 S.E. 3rd Avenue
Ocala, Florida 34471

ARTICLE X TERM OF EXISTENCE

This corporation shall have a perpetual existence.

The undersigned Incorporator has executed these Articles of Incorporation this 9th day of October 2000.

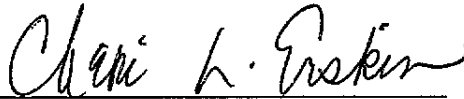
Carolyn B. Bell
Signature/Incorporator

Cheri L. Foster
President

[Signature]
Secretary

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby 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. I am familiar with and I accept the obligations of a registered agent.



Cheri L. Erskin

Date: October 4, 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA