

NO 00000008138

CROTTY & BARTLETT, P.A.
1800 W. INTERNATIONAL SPEEDWAY BOULEVARD
BUILDING 2, SUITE 201
DAYTONA BEACH, FL 32114

Laurence H. Bartlett
Kathleen L. Crotty
Michael D. Crotty

Phone: 904-254-6907
Fax: 904-254-3459
e-mail: klerotty@crobart.cc

November 3, 2000

State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: New Directions for Girls, Inc. - Non-Profit Organization

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-named non-profit corporation. After filing, please return a **certified** copy of the Articles of Incorporation to the undersigned at the above address. Also enclosed please find this firm's check in the amount of \$80.75 to cover the cost of the filing fee and the cost of one certified copy.

Thank you in advance for your prompt attention to this matter. If you should have any questions, please feel free to contact the undersigned.

Cordially,



Kathleen L. Crotty

KLC:ns
Enclosures

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*****80.75 *****80.75

FILED
00 DEC 11 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch DEC 11 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 6, 2000

CROTTY & BARTLETT, P.A.
1800 W. INTERNATIONAL SPEEDWAY BLVD
BLDG 2 STE 201
DAYTONA BEACH, FL 32114

SUBJECT: NEW DIRECTIONS FOR GIRLS, INC.
Ref. Number: W00000026568

We have received your document for NEW DIRECTIONS FOR GIRLS, INC. and your check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 100A00057477



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 1, 2000

CROTTY & BARTLETT, P.A.
1800 W. INTERNATIONAL SPEEDWAY BLVD
BLDG 2 STE 201
DAYTONA BEACH, FL 32114

SUBJECT: NEW DIRECTIONS FOR GIRLS, INC.
Ref. Number: W00000026568

We have received your document for NEW DIRECTIONS FOR GIRLS, INC. and your check(s) totaling \$80.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

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.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Tim Burch
Document Specialist

Letter Number: 000A00061117

FILED

ARTICLES OF INCORPORATION

00 DEC 11 PM 1:00

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NEW DIRECTIONS FOR GIRLS, INC.

The undersigned incorporators, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be **NEW DIRECTIONS FOR GIRLS, INC.**, hereinafter referred to as the "Corporation."

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence unless terminated or dissolved pursuant to the provisions of the Bylaws. In the event of termination or dissolution of the Corporation, Article X shall govern the distribution of assets of the Corporation.

**ARTICLE III
PURPOSES**

The Corporation is organized under the provisions of Chapter 617, Florida Statutes, relating to corporations not-for-profit, for the following ***charitable, educational and scientific purposes:***

(a) To provide residential care for teenage girls within the foster care system of the State of Florida, or through private placement by recognized agencies within the State

of Florida. It is the intent of the program to blend the benefits of group care with a family environment for the long-term goal of allowing every girl to succeed on the path to adulthood.

(b) To solicit and receive funds, gifts, endowments, donations, devises and bequests.

(c) To exercise, without limitation, all the powers enumerated in Florida Statutes, Section 617.0302, as it now exists or as subsequently amended or superseded, and to perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in delegation of the laws of the State of Florida.

(d) To conduct and provide such other programs, activities and services as is necessary, incident, or pertaining to the foregoing purposes of the Corporation.

(e) To assist charitable organizations whose primary purpose in carrying out their duties is the provision of education.

The Corporation is organized exclusively for charitable, educational and scientific purposes, as a not-for-profit corporation, within the meaning of Section 501, of the Internal Revenue Code of 1986, as amended (the "Code"), and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational and scientific purposes for which it has been organized as described in Section 501 of the Code. All of

the assets and earnings of the Corporation shall be used exclusively for the charitable, educational and scientific purposes herein above set forth, including the payment of expenses incidental thereto, and all of the powers of the Corporation shall be exercised exclusively for such purposes. No part of the Corporation's activities shall enure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV **MEMBERSHIP**

The qualifications for members of the Corporation and the manner of their admission to the Corporation shall be as regulated by the Bylaws of the Corporation.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The initial street address of the principal office of the Corporation shall be **2642 Chester Avenue, New Smyrna Beach, FL 32168**, and the name and address of the registered agent of the Corporation is **Kathleen L. Crotty, Esquire, 1800 W. International Speedway Blvd., Bldg. 2, Suite 201, Daytona Beach, Florida 32114**. The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida or designate a new registered agent. The principal address shall be the

same as the registered office address.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of two (2) natural persons. The following persons shall constitute the initial Board of Directors and shall serve until their successors are elected or appointed:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Liana D. Tomei	2642 Chester Avenue New Smyrna Beach, FL 32168
2.	Lawrence J. Tomei	2642 Chester Avenue New Smyrna Beach, FL 32168
3.	Charlene DiVoky	377 Ipswich Road Boxford, MA 01833

The number of directors may be increased or decreased as provided in the Bylaws of the Corporation, but in no event shall there be less than three (3) nor more than seven (7) directors. The method of election of directors shall be stated in the Bylaws of the Corporation. The terms of the office of each director and the manner of their election or appointment shall be as specified in the Bylaws of the Corporation.

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

ARTICLE VII
INCORPORATORS

The name and residence of the incorporators of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Liana D. Tomei	2642 Chester Avenue New Smyrna Beach, FL 32168
Lawrence J. Tomei, Jr.	2642 Chester Avenue New Smyrna Beach, FL 32168

ARTICLE VIII
ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation and may from time to time modify, alter, amend or rescind the same by a majority vote of the members of the Board of Directors present at any regular or special meeting at which a majority of Directors is present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal was taken. This fifteen (15) day notice requirement may be waived in writing by any Director. Alternatively, if the members of the Board of Directors unanimously sign a written statement or statements manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE IX
AMENDMENTS TO THE ARTICLES OF INCORPORATION.

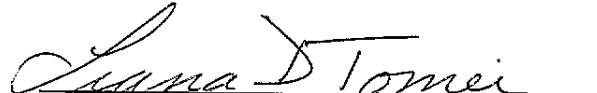
The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation. Such amendment may be proposed by any voting Director but such proposal shall be adopted only upon a majority vote of the members of the Board. Such amendment, however, shall not be valid or effect unless a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal was taken. This fifteen (15) day notice requirement may be waived in writing by any Director. Alternatively, if the members of the Board of Directors unanimously sign a written statement or statements manifesting their intention that the amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.


ARTICLE X
DISSOLUTION

Upon dissolution of the corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to another entity selected by the Corporation's Board of Directors which is exempt from tax as a charitable or educational organization under Section 501(c)(3), of the Internal Revenue Code. Said remaining assets shall be distributed to be used exclusively for a public purpose, and none of the assets will be distributed upon such termination to any members, officers or directors of the Corporation.

IN WITNESS WHEREOF, I do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts set forth herein are true, and accordingly set my hand and seal at Daytona Beach, Florida on the dates indicated below.

DATE: November 28, 2000


Liana D. Tomei, Incorporator


Lawrence J. Tomei, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 28th day of November, 2000, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Liana D. Tomei**, who are a) personally known to me; or b) X produced FL Drs Lic as identification, and who executed these Articles of Incorporation under oath, and she acknowledged before me that she executed same for the purposes therein expressed.

4th WITNESS my hand and official seal at Daytona Beach, Volusia County, Florida, this 28th day of November, 2000.

NOTARY PUBLIC

Nancy J. Swift
State of Florida at Large
My Commission Expires:



Nancy J. Swift
MY COMMISSION # CC910378 EXPIRES
February 14, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 28th day of November, 2000, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Lawrence J. Tomei, Jr.**, who are a) personally known to me; or b) X produced FL Drs Lic as identification, and who executed these Articles of Incorporation under oath, and he acknowledged before me that he executed same for the purposes therein expressed.

4th WITNESS my hand and official seal at Daytona Beach, Volusia County, Florida, this 28th day of November, 2000.

NOTARY PUBLIC

Nancy J. Swift
State of Florida at Large
My Commission Expires:



Nancy J. Swift
MY COMMISSION # CC910378 EXPIRES
February 14, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 28th day of November, 2000, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Kathleen L. Crotty**, who is a) X personally known to me; or b) produced as identification, and who executed these Articles of Incorporation under oath, and she acknowledged before me that she executed same for the purposes therein expressed.

28th WITNESS my hand and official seal at Daytona Beach, Volusia County, Florida, this day of November, 2000.

NOTARY PUBLIC

Nancy J. Swift
State of Florida at Large
My Commission Expires:



Nancy J. Swift
MY COMMISSION # CC910378 EXPIRES
February 14, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

NEW DIRECTIONS FOR GIRLS, INC.

is a corporation existing under the laws of the State of Florida with its principal office at 2642 Chester Avenue, New Smyrna Beach, Florida 32168, and has designated **Kathleen L. Crotty, Esquire, 1800 W. International Speedway Blvd., Bldg. 2, Suite 201, Daytona Beach, Florida 32114**, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said principal office.

Dated this 28th day of November, 2000.



Kathleen L. Crotty, Registered Agent

FILED
00 DEC 11 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA