

NO10000000187

DAWSON, GALANT & SULIK
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW
320 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

CARL D. DAWSON
LUKE G. GALANT (1920-1998)
JOHN J. SULIK
ALLEN L. POUCHER, JR.

TELEPHONE (904) 355-5505
TELEFAX (904) 358-7642
E-Mail: dgs@leading.net

December 18, 2000

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600003508886--7
-12/20/00--01056--007
*****122.50 *****78.75

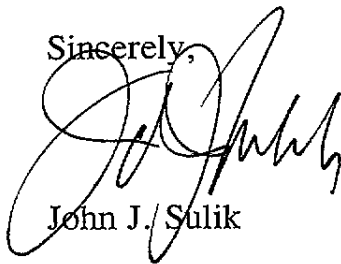
**RE: Scott Cleveland Fund, Inc.
A Not for Profit Corporation**

Dear Sir:

Enclosed herewith is an original and copy of the Articles of Incorporation for Scott Cleveland Fund, Inc., a not for profit corporation for filing. Also enclosed is a check in the amount of \$122.50 for the filing fee for said not for profit corporation.

After these Articles have been filed with your office, please return a copy to this office.

Sincerely,



John J. Sulik

JJS/db

Enclosure

2555

W00-30236

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -9 PM 12:50

g 1/9/01



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

01 JAN -9 PM 12:50

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 28, 2000

JOHN J. SULIK, ESQUIRE
320 EAST ADAMS STREET
JACKSONVILLE, FL 32202

SUBJECT: SCOTT CLEVELAND FUND, INC.
Ref. Number: W00000030230

We have received your document for SCOTT CLEVELAND FUND, INC..
However, the document has not been filed and is being returned for the following:

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 200A00064675

01 JAN -9 PM 12: 50

ARTICLES OF INCORPORATION
CORPORATION ORGANIZED FOR CHARITABLE PURPOSES
FOR SCOTT CLEVELAND FUND, INC.

Articles of Incorporation of Scott Cleveland Fund, Inc., a Florida Not For Profit Corporation.

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

Article I

The name of the corporation is Scott Cleveland Fund, Inc.

Article II

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement and education of the social sciences, and for other charitable purposes, by the distribution of its funds for such purposes, including but not restricted to dissemination of clinical social work research.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(d) Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not 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 or the corresponding provision of any future United States Internal Revenue law.

(e) Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state, or local 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 organization is then located, exclusively for such purposes.

(f) Disseminating professionally relevant information through research, meetings, professional contacts, reports, papers, discussions and publications.

(g) Actively promoting the public image of Clinical Social Work and the development and maintenance of prerogatives for Clinical Social Workers in keeping with other professions in the mental health field.

(h) Initiating appropriate clinical programs and projects.

Article III

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article IV

The street address of the initial registered office of the corporation is 1136 Fruit Cove Road, City of Jacksonville, County of Duval, State of Florida 32259. The name of its initial registered agent is J. Kay McCarthy Verner, at 1136 Fruit Cove Road, Jacksonville, Florida 32259.

Article V
Membership

Section 1. Qualifications of Members.

The membership of this corporation shall consist of six (6) categories, the designations and requirements of which are as follows:

- (a) Fellow:
 - (i) Meet requirements of Member status as in (b) below plus:
 - (ii) A minimum of six (6) years in the practice of Clinical Social Work providing direct clinical services.
 - (iii) Minimum of three (3) years active participation in the program and activities of the Florida Society for Clinical Social Work.
 - (iv) Applications for the status of Fellow will be submitted to, reviewed and passed on by the Board of Directors.
 - (v) Reciprocity is usually granted.
- (b) Member:
 - (i) A Master's or Doctoral degree in Social Work with a core of clinical course work or demonstrated equivalent from a school accredited by the Council on Social Work Education.
 - (ii) Graduate field work placement of at least two (2) semesters or its equivalent providing direct clinical services.
 - (iii) A minimum of three (3) years and 3,000 hours of direct clinical services under the supervision of a person who would meet the requirements for membership in the Society, or a clinical psychologist or psychiatrist with equivalent clinical experience and/or LCSW or BCD.
 - (iv) Agreement to submit to review by professional peers.
 - (v) Reciprocity is usually granted.
- (c) Associate Member:
 - (i) Meets all qualifications of Member status except for (b) iii above.
- (d) Emeritus Member:
 - (i) Any member in good standing who has fully retired from clinical practice. However, any member may continue to pay full fees and maintain full membership.

- (e) Student Member:
 - (i) Actively involved in a Master of Social Work or Doctor of Social Work academic program in a graduate school accredited by the Council on Social Work Education.
 - (ii) The core of the academic program must be oriented toward clinical practice.
 - (iii) Agreement to submit to preview by professionals peers.
- (f) Inactive Member:
 - (i) Any member in good standing who is in a situation rendering active participation in FSCSW as impossible or impractical. Examples would be: moving to another state; temporary change in health or profession.

Section 2. Admission of Members.

Applicants shall submit an application to the Membership Committee. An application processing fee will be included with the application. The Membership Committee shall begin processing the application within one (1) month of the receipt thereof.

Section 3. Rights and Duties of Members.

All categories of members shall have the right to attend general business meetings and professional seminars. If a fee is charged for professional seminars, all members shall have the right to whatever discount is afforded members. Only members and fellows shall vote in all elections and hold office.

No member shall any right, title or interest in any of the property or assets, including any earnings or investment income of this corporation, nor shall any of such property or assets be distributed to any member on its dissolution or winding up. Membership in this corporation is non-transferable.

Section 4. Termination of Membership.

Membership may be terminated for the following reasons:

- (a) For non-payment of annual dues after ninety (90) days of delinquency. Membership may be reinstated by payment of all delinquent and also all currently outstanding dues.
- (b) By a vote of expulsion from the Society by a two-thirds (2/3) majority of

the Board of Directors upon recommendation by a Committee of Inquiry.

(c) For student members when they are no longer in an accredited graduate school of social work or in a program oriented toward clinical practice.

Article VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors.

Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Residential Address</u>
J. Kay McCarthy Verner	1136 Fruit Cove Road Jacksonville, FL 32259
Doug Stephenson	P.O. Box 242 Yankeetown, FL 34498
Peggy Hammond	4503 Country Gate Court Valrico, FL 33594

Article VII

The name and address of each incorporator are:

<u>Name</u>	<u>Residential Address</u>
J. Kay McCarthy Verner	1136 Fruit Cove Road Jacksonville, FL 32259
Doug Stephenson	P.O. Box 242 Yankeetown, FL 34498
Peggy Hammond	4503 Country Gate Court Valrico, FL 33594

Article VIII

1. The board of directors shall elect the following officers: President, Vice President, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

J. Kay McCarthy Verner, President, 1136 Fruit Cove Road,
Jacksonville, Florida 32259;

Doug Stephenson, Secretary-Treasurer, P.O. Box 242,
Yankeetown, Florida 34498;

Peggy Hammond, Vice-President, 4503 Country Gate
Court, Valrico, Florida 33594;

2. Any vacancy occurring on the board of directors may be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be, or, if the vacancy is not so filled or if no director remains, by the members or, on the application of any person, by the circuit court of the county where the registered office of the corporation is located.

Article IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

Article X

The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

This not for profit corporation organized under this act, unless otherwise provided in the articles of incorporation or bylaws, shall have power to make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

Article XI

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, which organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have

executed these articles of incorporation on July 31, 2000.

J. Kay Verner
J. KAY McCARTHY VERNER, Subscriber

Doug Stephenson
DOUG STEPHENSON, Subscriber

Peggy Hammond
PEGGY HAMMOND, Subscriber

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31 day of July, 2000, by **J. KAY McCARTHY VERNER**, as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he subscribed to those Articles of Incorporation, who is personally known to me, and who did take an oath.

[Signature]
Notary Public, State of Florida
My commission Expires:

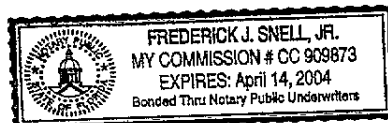
Printed Name of Notary Public
NGUYEN J. SUI
Comm. No. CC 990697
My Comm. Exp. Nov. 30, 2000
Bonded thru Pichard Ins. Agency.

STATE OF FLORIDA
COUNTY OF Citrus

The foregoing instrument was acknowledged before me this 20th day of November, 2000, by **DOUG STEPHENSON**, as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he subscribed to those Articles of Incorporation, who is personally known to me, and who did take an oath.

[Signature]
Notary Public, State of Florida
My commission Expires:

FREDERICK J. SNELL, JR.
Printed Name of Notary Public



STATE OF FLORIDA
COUNTY OF Hillsborough

(Margaret Hammond)

October

The foregoing instrument was acknowledged before me this 10th day of ~~July~~, 2000, by **PEGGY HAMMOND**, as Subscriber in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that he subscribed to those Articles of Incorporation, who is personally known to me, and who did take an oath.



Doneleda B. Metcalf

Notary Public, State of Florida

My commission Expires:

Doneleda B. Metcalf

Printed Name of Notary Public

Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

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

First, that **SCOTT CLEVELAND FUND, INC.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1136 Fruit Cove Road, Jacksonville, Florida 32259, has named J. Kay McCarthy Verner, an individual resident of Florida having a business address of 1136 Fruit Cove Road, Jacksonville, Florida 32259, as its agent to accept service of process within Florida.

Dated:

J. Kay McCarthy Verner 2001 1/4/01

J. Kay McCarthy - Verner
J. KAY MCCARTHY VERNER,
Incorporator

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

Dated:

1/4, 2001

J. Kay McCarthy - Verner
J. KAY MCCARTHY VERNER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN -9 PM 12:50