

N/D/0000002350  
TRANSMITTAL LETTER

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

000003929720--5  
-03/29/01--01082--019  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Gift of Life Community Services, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Cliff Davis  
Name (Printed or typed)  
4425 Park Boulevard  
Address  
Pinellas Park, FL 33781  
City, State & Zip  
(727) 549-1416  
Daytime Telephone number

01 MAR 29 PM 3:01  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

PH 4/3/01

FILED

01 MAR 29 PM 3:01

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
GIFT OF LIFE COMMUNITY SERVICES, INC.**

**ARTICLE I**

**NAME**

The Name of This Corporation is Gift of Life Community Services, Inc.

**ARTICLE II**

**STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE III**

**GENERAL AND SPECIFIC PURPOSES**

- A. The specific and primary purpose for which this corporation is formed is to operate a licensed child placing and child caring agency.
- B. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE IV**

**TERM**

This corporation shall have a perpetual existence commencing at the time of the filing of the Articles of Incorporation by the Department of State.

## **ARTICLE V**

### **MEMBERSHIP**

- A. **VOTING MEMBERS.** The voting members of this Corporation shall consist of the following persons: Lisa M. Davis, Cliff Davis, and John Fricker, and such other Voting Members shall be chosen by the above listed Voting Members in accordance with provisions for the same set forth in the Bylaws of the Corporation. The Voting Members shall have the sole right, authority, power and entitlement to: elect and remove directors and committee members; add and remove Voting Members; amend and/or restate the Articles of Incorporation and Bylaws; sell or dispose of corporate assets; merge and/or dissolve the Corporation; implement a plan of distribution of assets; and such other rights and powers, and in accordance with those methods and procedures, as shall be provided in the Bylaws of the Corporation.
- B. **NON-VOTING MEMBERS.** Any person who agrees to be bound by the Articles of Incorporation of this corporation, as amended by its bylaws, and by such rules and regulations as the corporation may from time to time adopt, is eligible for non-Voting Membership in the Corporation. The Corporation shall from time to time prescribe the form and manner in which application may be made for Non-Voting Membership.

## **ARTICLE VI**

### **INCORPORATOR**

The names and addresses of the incorporator of this corporation is as follows:

Cliff Davis  
7625 Leather Fern Court  
Pinellas Park, Florida 33782

## **ARTICLE VII**

### **LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

- A. The County in the State of Florida where the principal office for the transaction of business of this corporation is to be located is the County of Pinellas. The address of the principal office is unknown at this time but shall be established by the Board of Directors prior to commencement of operation. The corporation's initial mailing address shall be 4425 Park Boulevard, Pinellas Park, Florida 33781

B. The name and address of this corporation's registered agent is:

Cliff Davis  
7625 Leather Fern Court  
Pinellas Park, Florida 33782

## **ARTICLE VIII**

### **MANAGEMENT OF CORPORATE AFFAIRS**

A. **BOARD OF DIRECTORS.** The number of Directors of the Corporation shall be not less than five (5) provided, however, that such number may be changed by a bylaw duly adopted by the Voting Members, except, however, the number shall never be less than five (5).

Directors elected at the first annual meeting shall be elected for a term of five years. The method of election of directors shall be set forth in the bylaws.

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 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 which 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 addresses of such first members of the Board of Directors are as follows:

Dr. Blair Snoke - 13611 Park Boulevard, Seminole, FL 33776  
Cliff Davis - 7625 Leather Fern Court, Pinellas Park, FL 33782  
Drema Slaughter - P.O. Box 91207, Lakeland, FL 33804  
John Fricker - 14554 90<sup>th</sup> Avenue N., Seminole, FL 33776  
Dr. Robert Pensa - 9911 Seminole Boulevard, Suite A, Seminole, FL 33772  
Lisa Davis - 7625 Leather Fern Court, Pinellas Park, FL 33782

B. **CORPORATE OFFICERS.** The officers of this corporation shall consist of a President, Secretary and Treasurer. Other officers and offices may be established by the bylaws. The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Cliff Davis, President & Secretary  
John Fricker, Vice President & Treasurer

**ARTICLE IX  
BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporation's Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, 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 therefore in the bylaws.

**ARTICLE X  
DEDICATION OF ASSETS**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or shall be distributed to the Federal government or to a state or local government for a public purpose. The Property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its Directors, Officers and Members for services rendered and empowered to make payments and distributions in furtherance of the purposes set forth in Article II and Article III hereof.

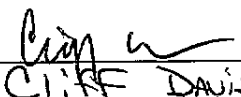
**ARTICLE XI**

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 distribute in accordance with Chapter 617 of Florida Statutes.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be accomplished in accordance with 617.017 Florida Statutes as the same may from time to time be amended.

I, the undersigned, being the incorporator of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Articles of Incorporation this 26<sup>th</sup> day of March, 2001.

  
\_\_\_\_\_  
CLIFF DAVIS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of March, 2001, by Cliff Davis and \_\_\_\_\_, who are personally known to me or who have produced \_\_\_\_\_ as identification and who did take an oath, and acknowledged to and before me that they have executed the foregoing Articles of Incorporation for the purposes therein expressed.

NOTARY PUBLIC:

Signature \_\_\_\_\_

Print \_\_\_\_\_

State of Florida at Large (SEAL)

My Commission Expires: \_\_\_\_\_



Susan K. Deckrow  
MY COMMISSION # CC845514 EXPIRES  
October 12, 2003  
BONDED THRU TROY FAIR INSURANCE, INC

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes to the proper and complete performance of my duties.

\_\_\_\_\_  
Signature of Registered Agent

FILED  
01 MAR 29 PM 3:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA