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No 1000002448

Date: *3/30/01*

FLA. DEPT. OF STATE
Division of Corporations
Po Box 6327
Tallahassee, FL 32314

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-04/02/01--01053--003
*****78.75 *****78.75

Re: Name of Corporation:

*CENTER FOR THE PREVENTION OF CHILD ABUSE
OF OSCEOLA COUNTY, INC.*

Dear Sir/Madam

\$78.50

Enclosed please find ~~\$122.50~~ for the filing fees for the above corporation.

Please return one ~~certified~~ copy.

Sincerely,



ALFRED TORRES
Davila And Torres
Attorney at Law

LD/rd

enclosure check no:

FILED
01 APR -2 PM 2:26
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

BROWN APR -6 2001

FILED
01 APR -2 PM 2:26
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
CENTER FOR THE PREVENTION OF CHILD ABUSE OF OSCEOLA COUNTY INC.
a non for profit corporation

The undersigned Incorporator hereby files these Articles of Incorporation in order to form
a not for profit corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Center for the Prevention of Child Abuse of
Osceola County, Inc. 966 California Woods Circle , Orlando, FL 32824.

ARTICLE II - DURATION

The duration of this corporation shall be perpetual.

ARTICLE III - PURPOSE

The Center for the Prevention of Child Abuse of Osceola County, Inc. is an organization
whose purpose is to promote the well-being and safety of children in our community through
prevention, education and direct services to those in need. This includes to provide funds to
providers, to meet the needs of clients, who need services and are unable to pay for these by
themselves.

The Center for the Prevention of Child Abuse of Osceola County, Inc. is formed
exclusively for charitable purposes so as to qualify as an exempt organization under Section
501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent
federal tax laws, including, for such purposes, the making of distributions to organizations
qualifying as tax exempt organizations under that code.

The corporation may exercise any and all corporate powers and may engage in any and all activities permitted by the laws of Florida in the United States for not for profit corporations. However, this corporation shall not, as a substantial part of its activities, carry out 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 - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to 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.

ARTICLE V - CAPITAL STOCK

The corporation shall not have capital stock.

ARTICLE VI - OPERATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 - 2055 - 2522 of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VII - BOARD OF DIRECTORS

The powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, a Board of Directors, the number of which may be increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than five. When not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations not for profit. There shall be three directors constituting the initial Board of Directors. The name and address of each person who is to serve as an initial director is : Manner of elections of directors in By-Laws.

- 1) Jim Naseem, 966 California Woods Circle , Orlando, FL 32824.
- 2) Barbara Cotti, 4055 Hickory Tree Road, St. Cloud, FL 34772.
- 3) Sally David, 1414 California Ave., St. Cloud, 34746.
- 4) Toni Rapinesi, 606 New York Ave., St. Cloud, FL 34769.

These initial directors shall hold office until the first annual meeting of members and until their earlier resignation, removal, inability to act, or death.

ARTICLE VIII - OFFICERS

The corporation shall have a President, Vice President, a Secretary, and a Treasurer, and may have additional and assisting officers. A person may hold more than one office.

These officers shall manage the affairs of the corporation until the first annual election, which shall be determined by the Bylaws.

ARTICLE IX - INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Jim Naseem

966 California Woods Circle

Orlando, FL. 32824

ARTICLE X - REGISTERED AGENT

The street address of the initial registered office of this corporation in the State of Florida shall be 966 California Woods Circle, Orlando 32824. The name of the initial registered agent of the corporation at the above address shall be Jim Naseem. The Board of Directors may from time to time change the registered office to another address in the State of Florida, or change the registered agent.

ARTICLE XI - DISSOLUTION

Upon dissolution, all of the corporations' assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the Federal purpose. None of the assets shall be distributed to any officer, director, or member of the corporation, or any other person or organization not described in the preceding sentence.

ARTICLE XII - BYLAWS

The Bylaws of this corporation shall be made, approved, altered or rescinded by the Board of Directors.

ARTICLE XIII - AMENDMENTS

These Articles of Incorporation may be amended by majority vote of the voting members

of the corporation in accordance with the procedures provided by Chapter 617, Florida Statutes. Such action may be taken by the voting members present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or by the voting members without a meeting if a consent in writing, signed by the voting members whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the corporation. Within 10 days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

In witness Whereof, the undersigned Incorporator has executed the foregoing Articles of Incorporation this 30th day of March, 2001.

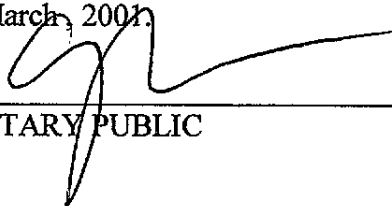
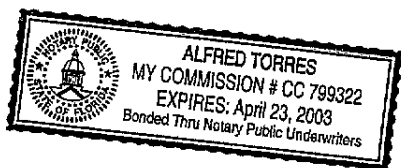


JIM NASEEM
966 California Woods Circle
Orlando, FL 32824

STATE OF FLORIDA

COUNTY OF OSCEOLA

I HEREBY CERTIFY that the foregoing document was signed for the purposes therein expressed by JIM NASEEM, in my presence, this 30th day of March, 2001.


NOTARY PUBLIC

CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.023, the following is submitted:

The Center for the Prevention of Child Abuse of Osceola County, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated as its initial registered office and has named Jim Naseem.



INCORPORATOR

STATE OF FLORIDA

COUNTY OF OSCEOLA

I HEREBY CERTIFY that the foregoing document was signed by JIM NASEEM, for the purposes therein expressed, in my presence this 30th day of March, 2001.





NOTARY PUBLIC

Having been named registered agent for the above stated corporation at the designated registered office, the undersigned hereby accepts said appointment, agrees to comply with provisions of Florida Statutes Section 48.091 relative to keeping open said office, and is familiar with and accepts the obligations of Florida Statutes Section 607.325.



REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF OSCEOLA

I HEREBY CERTIFY that the foregoing document was signed for the purposes therein expressed, by JIM NASEEM, in my presence, this 30 day of March, 2001.





NOTARY PUBLIC

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01 APR - 2 PM 2:26
NOTARY PUBLIC, FLORIDA