

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**JUSTICE FOR FLORIDA'S CHILDREN, INC.**

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**ARTICLES OF INCORPORATION
OF
JUSTICE FOR FLORIDA'S CHILDREN, INC.**

ARTICLE I

NAME

The name of the Corporation shall be:

JUSTICE FOR FLORIDA'S CHILDREN, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be:

c/o Jacqueline G. Gerstein, 1550 Madruga Ave., Suite 320, Coral Gables, FL 33146.

ARTICLE III

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IV

CORPORATE PURPOSES

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income therefrom to be used or applied exclusively for charitable, scientific, literary, religious or educational purposes by supporting other organizations that:

Elliott Manning
Florida Bar No. 461962
University of Miami
School of Law
P.O. Box 248087
Coral Gables, Florida 33124-8087
(305) 284-2961

- A. Provide an effective voice for the public at large with respect to issues involving children.

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B. Further the public interest in the development and application of the law by courts, agencies, legislative bodies, and others in Florida and assisting in the advancement and improvement of the administration of justice in particular as it relates to the interests of children.

C. Advance the cause of social, economic, and political justice in Florida for children.

D. Empower the residents of Florida to become more effective advocates for their own rights in critical areas of concern.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation is a private foundation, as defined by section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in section 4941(d), so as to give rise to any liability for the tax imposed by section 4941(a); (3) not retain any excess business holdings as defined in section 4943(c), so as to give rise to any liability for the tax imposed by section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of section 4944, so as to give rise to any liability for the tax imposed by section 4944(a); and (5) not make any taxable expenditures, as defined in section 4945(d), so as to give rise to any liability imposed by section 4945(a). Unless otherwise indicated, as used in this Article IV and hereinafter, all section references are to the Internal Revenue Code, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE V

CORPORATE POWERS

The Corporation shall have and exercise all powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article IV.

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ARTICLE VI
CAPITAL STOCK

The Corporation shall not have capital stock.

ARTICLE VII
MEMBERS

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership and may limit voting rights to one or more of such classes.

ARTICLE VIII
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 method of election of which and number of which may be either increased or decreased from time to time as regulated by the Bylaws but in no case shall the number of directors be less than three. Where 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 for profit.

The Board of Directors of the Corporation, set forth below, shall hold office until the first annual meeting of members and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death, all as provided :

<u>Director</u>	<u>Address</u>
Parker D. Thomson	One Southeast Third Avenue, 17th Floor Miami, FL 33131
Elliott Manning	7605 S.W. 126th Street Miami, FL 33156
Norman S. Gerstein	73 W. Flagler St. Office 1201 Miami, FL 33130

ARTICLE IX
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

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meeting if a consent in writing, signed by not less than the number of the voting members whose votes would be necessary to authorize such amendment at a meeting at which all voting member were present and voted, is filed in the minutes of the Corporation. Within ten days after obtaining such authorization by written consent, notice summarizing the action shall be given to those members who have not consented in writing.

ARTICLE X

DISSOLUTION

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then 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 government, or to a state or local government for a public 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 XI

QUORUM

Except as otherwise provided by statute, a 25% of the Members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of Members. When a specified matter of business is required to be voted on by a class of Members, except as otherwise provided by statute, a majority of the class shall constitute a quorum for the transaction of such item of business by that class.

Except as otherwise provided by statute, one-third of the members of the Board shall constitute a quorum for the transaction of business.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Registered Office of the Corporation is c/o Jacqueline G. Gerstein, 1550 Madruga Ave., Suite 320, Coral Gables, FL 33146, and the name of the Registered Agent at such address is Jacqueline G. Gerstein.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is Elliott Manning, 7605 S.W. 126th St., Miami, FL. 33156.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of JUSTICE FOR FLORIDA'S CHILDREN, INC., this 20th day of April, 2001

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Elliott Manning
Elliott Manning, Incorporator

STATE OF FLORIDA)

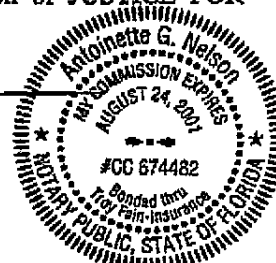
) SS:

COUNTY OF DADE)

~~1996~~ The foregoing instrument was acknowledged before me this 20th day of April,
~~1996~~ by ELLIOTT MANNING as Incorporator of the Articles of Incorporation of JUSTICE FOR
FLORIDA'S CHILDREN, INC., a Florida corporation not for profit.

Antoinette G. Nelson
Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for JUSTICE FOR
FLORIDA'S CHILDREN, INC., at the location designated herein, the undersigned hereby agrees to act
in that capacity, is familiar with and accepts the obligations of sections 48.091 and 617.051, Florida
Statutes, and agrees to comply with the laws of Florida applicable thereto.

By: Jacqueline G. Gerstein

Date: 4/26/01

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