

No 10000003053

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April 27, 2001

Jay Kassess  
Division Director  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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Dear Mr. Kassess:

Enclosed please find Articles of Incorporation for National Independent Living Association, Inc. together with a check in the amount of \$43.75 for filing and for certified copy.

Kindly forward the certified copy to this office at Ortega Station, P.O. Box 27, Jacksonville, Florida 32210.

Sincerely,

  
John F. Gaillard

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01 MAY - 1 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**NATIONAL INDEPENDENT LIVING ASSOCIATION, INC.**

**ARTICLE ONE**  
**NAME**

The name of the corporation is National Independent Living Association, Inc.

**ARTICLE TWO**  
**DURATION**

The term of duration of the corporation shall be perpetual.

**ARTICLE THREE**  
**PURPOSES, LIMITATIONS AND DISSOLUTION**

**SECTION 3.1**      **PURPOSES.**    The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, and not for pecuniary profit, and to the extent consistent with such purposes, to provide a national network for sharing information, providing technical assistance, and developing other support mechanisms to assist professionals working with foster care and other at-risk youth who are making the transition from youth to adulthood.

**SECTION 3.2**      **LIMITATIONS.**    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 Section 3.1 of this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income

taxation under Section 501(c) (3) of the Code or (b) by an organization contributions to which are deductible under Section 170(c) (2) of the Code.

**SECTION 3.3**      **DISSOLUTION.** Upon the dissolution of the corporation, the Board of Directors shall distribute the assets of the corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the corporation, and after the return, transfer, or conveyance of assets which are held by the corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the corporation exclusively for the purposes of the corporation, to any entity or entities which are organized for charitable, educational or scientific purposes as the Board of Directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as organizations exempt from federal income taxation under Section 501(c) (3) of the Code.

## **ARTICLE FOUR** **POWERS**

Subject to the restrictions and limitations set forth in Article 3, the corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities; to borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein; to sell, convey, mortgage, grant security interests in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable,

scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, including the power to make guaranties when deemed by the Board of Directors to be in furtherance of such purpose or purposes.

## **ARTICLE FIVE**

### **MEMBERSHIP**

The corporation is organized upon a non-stock basis and shall not issue shares of stock. The corporation may establish in its bylaws classes of active and honorary membership categories.

## **ARTICLE SIX**

### **BOARD OF DIRECTORS**

**SECTION 6.1**      **BOARD OF DIRECTORS.** All corporation powers shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors, except as otherwise provided by law or in these Articles or the bylaws of the corporation.

**SECTION 6.2**      **NUMBER AND ELECTION.** The number of directors constituting the Board of Directors of the corporation is fifteen (15). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be fewer than three (3). The directors, including any ex officio directors who may be provided for in the bylaws of the corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the corporation.

**SECTION 6.3**      **DIRECTORS.** The name and address of each person who is to serve as director from the effective date of these Articles of Incorporation and until his or her death, resignation or removal, or the election or appointment and qualification of his or her successor are as follows:

<u>Name</u>	<u>Address</u>
Kathi Crowe	261 Norwood Avenue Edgewood, Rhode Island 02905
Diann Stevens	1951 Gantz Road Grove City, Ohio 43123
Sidney Blanchard	80 West Grand Street Elizabeth, New Jersey 07202

Cathy Welsh

1349 West Peachtree St., Suite 900  
Atlanta, Georgia 30309

James D. Clark

4203 Southpoint Boulevard  
Jacksonville, Florida 32216

#### **ARTICLE SEVEN INDEMNIFICATION**

Subject to the bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE EIGHT BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the corporation and the exercise of its corporation powers, shall be adopted and may be changed, amended or repealed in accordance with such procedures as are set forth in the bylaws of the corporation.

#### **ARTICLE NINE AMENDMENTS**

These Articles may be amended in accordance with such procedures as are set forth in the bylaws of the corporation.

#### **ARTICLE TEN REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office<sup>and principal address</sup> of the corporation is 4203 Southpoint Boulevard, Jacksonville, Florida, 32216, and the name of its registered agent at such address is James D. Clark.

IN WITNESS WHEREOF, these Articles of Incorporation of National Independent Living Association, Inc., were executed by the Corporate Officer/Incorporator this 24th day of April, 2001.

National Independent Living Association, Inc.

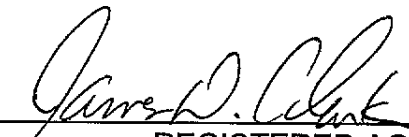
By:   
Incorporator

and Its Corporate Officer - President

4203 Southpoint Blvd.  
Jacksonville, FL 32216

**ACCEPTANCE BY REGISTERED AGENT**

I hereby certify that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
REGISTERED AGENT

FILED  
01 MAY - 1 PM 12:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA