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ARTICLES OF INCORPORATION
OF
THE POLICY GROUP FOR FLORIDA'S FAMILIES AND CHILDREN

APPROVED
AND
FILED
01 JUN 29 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ONE

Name and Address

The name of the Corporation and the address of its initial office shall be: The Policy Group for Florida's Families and Children, Inc., 111 N. Gadsden Street, Suite 200, Tallahassee, Florida 32301.

TWO

Perpetual Duration

The Corporation shall have perpetual duration.

THREE

Charitable Purposes and Powers

The Corporation shall be a Not For Profit Corporation under the provisions of the Florida Not For Profit Corporation Act. It shall be organized and at all times thereafter operated, exclusively for public charitable uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The general purposes for which the Corporation is formed, include without limitation, to operate for educational purposes and for other charitable purposes. Specifically, the Corporation will design and promote policies and practices that create the opportunity for Florida's families and communities to successfully raise their children.

The Corporation shall have full power and authority:

(a) To accept and receive gifts, grants, contributions, dues and bequests of real and personal property;

(b) To hold, invest, reinvest and expend such funds and properties so received for such purposes;

(c) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation including the exercise of all other power and authority enjoyed by Corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with the purposes set forth in Article Three and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Internal Revenue Code.

FOUR

Publicly Supported Tax-Exempt Nonprofit Corporation

The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable

compensation for services rendered and make payments and distributions in furtherance of the purposes as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

FIVE

Board of Directors

The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the directors to carry out the purposes and functions of the Corporation. The directors shall be elected in accordance with the Bylaws of the Corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the Bylaws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. The directors shall be members of the Corporation and the number of directors of the Corporation shall not be less than three (3); provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of one-third the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

SIX

Initial Board of Directors

The initial Board of Directors of the Corporation shall consist of four (4) members, whose names and addresses are set forth below. Each member of the initial Board of Directors shall serve as a director until his successor has been elected and has qualified.

NAME & ADDRESS

Gaetana D. Ebbole
Executive Director
Children's Services Council of Palm Beach County

1919 North Flagler Drive
West Palm Beach, FL 33407

Luanne J. Panacek
Executive Director
Children's Board of Hillsborough County
1205 E. 8th Avenue
Tampa, FL 33605

Ted Granger
President / D,
United Way of Florida
307 East 7th Avenue
Tallahassee, FL 32303

Chuck Hood
President
Miami-Dade School Readiness Coalition
3250 SW 3rd Avenue
5th Floor, Ansin Building
Miami, FL 33129

SEVEN

Members

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes. Individuals, public organizations, and private incorporated and unincorporated associations interested in the objectives and purposes of the Corporation shall be eligible for membership.

EIGHT

Administration

The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws.

NINE

Reservation of Assets

The assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

TEN

Definitions

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ELEVEN

Amendments

These Articles of Incorporation may be amended by a two-thirds vote of those voting at any meeting of the membership called for that purpose, provided that the notice of meeting of the membership shall have stated the nature of the proposed amendment.

TWELVE

Bylaws

The Bylaws for the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

THIRTEEN

Registered Agent

The name and street address of the registered agent is:

Douglas Sessions, Jr.
111 N. Gadsden Street, Suite 200
Tallahassee, FL 32301

FOURTEEN

Incorporator

The name and street address of the incorporator is:

Douglas Sessions, Jr.
111 N. Gadsden Street, Suite 200
Tallahassee, FL 32301

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this Corporation have executed these Articles of Incorporation, this 28th day of JUNE, 2001.

Witnessed By:

Printed: _____

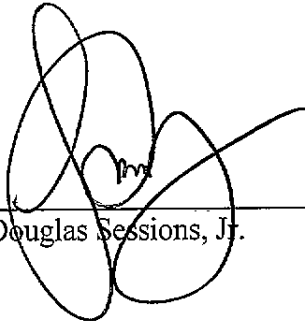
Catherine L. Cornwell
Printed: CATHERINE L. CORNWELL

Signature of Incorporator

Douglas Sessions, Jr.

ACCEPTANCE BY REGISTERED AGENT

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 and complete performance of my duties.



Douglas Sessions, Jr.

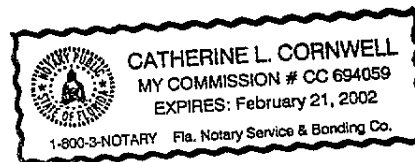
**STATE OF FLORIDA
COUNTY OF LEON**

BEFORE ME, the undersigned authority, personally appeared Douglas Sessions, Jr., to me well known to be the person who executed the foregoing articles of incorporation and acceptance by the registered agent, and acknowledged before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth on this 28th day of JUNE, 2001.



NOTARY PUBLIC
My Commission Expires:

(seal)



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AND
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE