

AUG. 8 2001

00

24P

15

08

T

V

No. 9807 PaP. 1 of 7

NO1000005607

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000088566 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BUSH ROSS GARDNER WARREN & RUDY, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG - 8 PM 1:04

Client Code: WMC4-0

Return to: Jennifer Riddle

FLORIDA NON-PROFIT CORPORATION

Windsor Manor Children's Home, Inc.

Certificate of Status		0
Certified Copy		1
Page Count		05
Estimated Charge		\$78.75

Aug. 8. 2001 3:25PM BUSH ROSS ET AL

No. 9807 P. 7

Fax Audit No. (((H01000088566 4)))

Windsor Manor Children's Home, Inc.
1403 South Wiggins Road
Plant City, Florida 33566

August 1, 2001

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

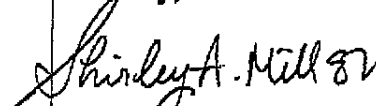
Re: Release of Name "Windsor Manor Children's Home, Inc."

Dear Sir or Madam:

Enclosed please find a copy of the Articles of Dissolution of Windsor Manor Children's Home, Inc., a for profit Florida corporation, and a copy of the Articles of Incorporation of Windsor Manor Children's Home, Inc., a not-for-profit Florida corporation. We formed the for profit corporation in error and wish to release the name for use of the formation of a not-for-profit corporation.

Thank you for your assistance in this matter. Please contact Mindy Carreja, Esq. at (813) 224-9255 if you have any questions.

Sincerely,


Shirley Miller, President

/jdr
236076.1

Fax Audit No. (((H01000088566 4)))

Aug. 8. 2001 3:24PM BUSH ROSS ET AL

No.9807

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG -8 PM 1:04

Fax Audit No. (((H01000088566 4)))

**ARTICLES OF INCORPORATION
OF
WINDSOR MANOR CHILDREN'S HOME, INC.**

The undersigned, as Incorporator of WINDSOR MANOR CHILDREN'S HOME, INC., a Florida not for profit corporation, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is WINDSOR MANOR CHILDREN'S HOME, INC., a Florida not for profit corporation (hereinafter, the "Corporation").

ARTICLE II

Principal Office

The street address and the mailing address of the principal office of the Corporation is 1403 South Wiggins Road, Plant City, FL 33566.

ARTICLE III

Commencement of Corporate Existence; Duration

The Corporation shall come into existence as of the date of filing these Articles of Incorporation with the Florida Secretary of State, and the Corporation's existence shall be perpetual.

ARTICLE IV

Incorporator

The Incorporator is Jennifer Riddle, whose address is 220 S. Franklin Street, Tampa, FL 33602.

Fax Audit No. (((H01000088566 4)))

Fax Audit No. (((H01000088566 4)))

ARTICLE V

Registered Agent and Registered Office

The initial Registered Agent of the Corporation is Mindy L. Carreja, Esq. and the address of the initial Registered Office of the Corporation is 220 South Franklin Street, Tampa, FL 33602.

ARTICLE VI

Purpose

The purposes for which the Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law. Those purposes are to own, operate and manage a home for troubled teenage children, at which such teenage children will learn and develop social and educational skills, and to perform any and all lawful activities as are necessary and desirable for the management and operation of the Corporation and as are related or incidental thereto.

ARTICLE VII

Corporate Powers

The Corporation shall have all the powers granted not for profit corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations (a) set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986, as amended, under which the Corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time, and (b) contributions to which are

Fax Audit No. (((H01000088566 4)))

deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VIII

Limitations on Activities

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Section 501(c)(3) purposes. 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, or in opposition to, any candidate for public office.

ARTICLE IX

Members

The Corporation shall have no members or stockholders.

ARTICLE X

Board of Directors

The number of Directors constituting the Initial Board of Directors shall be three and the names and addresses of the persons who are to serve as Directors until the first meeting of the Corporation or until their successors are elected and qualify are:

Name

Address

Parmashwarie Azor

1403 South Wiggins Road, Plant City, FL 33566

Fax Audit No. (((H01000088566 4)))

Shirley Miller

1403 South Wiggins Road, Plant City, FL 33566

Felder Azor

1403 South Wiggins Road, Plant City, FL 33566

The number of Directors may be increased or decreased in the manner provided in the By-Laws, but shall never be less than three. The Directors of the Corporation shall be elected in the manner provided in the By-Laws.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation and subject to the applicable provisions of the Florida Not for Profit Corporation Act, distribute the assets of the Corporation among one or more corporations, trusts, communities, service organizations, funds or foundations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax law), or to the Federal government or to a state or local government for a public purpose.

IN WITNESS WHEREOF, this certificate has been signed by the incorporator this 8
day of August, 2001.



Jennifer Riddle, Incorporator

Fax Audit No. (((H01000088566 4)))

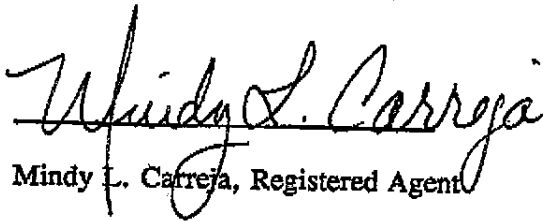
Aug. 8. 2001 3:25PM BUSH ROSS ET AL

No.9807 P. 6

Fax Audit No. (((H01000088566 4)))

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Mindy L. Carreja, Registered Agent

236055.1

8/8/01

Date

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 AUG - 8 PM 1:04

Fax Audit No. (((H01000088566 4)))