

TRANSMITTAL LETTER

NO1000006462

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

500004567675-1
-09/04/01--01005--008
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____

WILLIAM SCHWEIKHARDT, P.A.
GENERAL ACCOUNT
900 SIXTH AVE. S. (941) 262-2227
NAPLES, FL 34102

City, State & Zip

Daytime Telephone number

FILED
01 SEP 11 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

T. SMITH SEP 11 2001

3

ARTICLES OF INCORPORATION

The undersigned, desiring to form a corporation, not for profit, under Chapter 617 of the Florida Statutes, does hereby state the following:

FILED
SEP 11 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


- FIRST: The name of said Corporation shall be The Twelve for Children and Families of Florida, Inc.
- SECOND: The place in Florida where its mailing address and principal office is to be located is c/o William Schweikhardt , 900 Sixth Avenue, South, Naples, FL 34102.
- THIRD: The purpose for which this Corporation is formed is exclusively for the promotion of exempt purposes as defined under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and any regulations promulgated thereunder; and specifically, to establish and maintain programs for delivery of social services in the areas of youth delinquency, and child welfare, delinquency prevention, runaway care, drug abuse, education, child care, mental retardation, mental health, developmental disabilities and other social service areas within the limitation of Section 501(c)(3).
- FOURTH: Each Trustee shall hold office for a term of one (1) year and until his or her successor is duly elected and qualified. Trustees shall be elected at each Annual Meeting of Members, or if such meeting is not held or Trustees are not elected thereat, at a special meeting of Members called for that purpose.
- FIFTH: The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of Chapter 617 of the Florida Statutes and §501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- SIXTH: All provisions of these Articles of Incorporation shall be subject to amendment, consistent with Chapter 617 of the Florida Statutes and § 501(c)(3) of the Internal Revenue Code, by the affirmative vote of all of the trustees of the corporation.
- SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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. 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- EIGHTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the

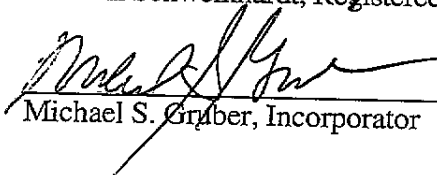
corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

NINTH: William Schweikhardt shall be the initial Registered Agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is 900 Sixth Avenue, South, Naples, FL 34102.

TENTH: The address of the undersigned Incorporator, Michael S. Gruber, is 6370 Mt. Pleasant St. NW, North Canton, Ohio 44720.

Having been named as registered agent to accept service of process for the above stated corporation at the placed designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


William Schweikhardt, Registered Agent


Michael S. Gruber, Incorporator

8/30/01
Date

Date

FILED
01 SEP 11 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA