

NO 20000000390

LAW OFFICES OF
MITCHELL E. ALBAUGH, P.A.

Attorney At Law

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January 9, 2002

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **CHRISTIAN COUNSELING FOUNDATION, INC.**
A Florida Not for Profit Corporation

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*****70.00 *****70.00

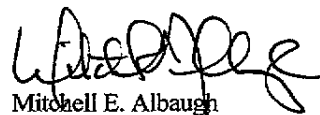
Dear Sir or Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$70.00 (\$35.00 for Filing and \$35.00 for Designation of the Registered Agent).

From: Mitchell E. Albaugh, Esquire
MITCHELL E. ALBAUGH, P.A.
314 Bloomingdale Avenue East
Brandon, Florida 33511
(813) 654-0099

Thank you for your cooperation in this regard.

Very truly yours,


Mitchell E. Albaugh

MEA:ma

ENCLOSURES

FILED
2002 JAN 14 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

g. 1/22/02

ARTICLES OF INCORPORATION
OF
CHRISTIAN COUNSELING FOUNDATION, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED incorporators, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act (hereinafter the Act), hereby adopt the following Articles of Incorporation.

ARTICLE 1.

The name of this corporation shall be *CHRISTIAN COUNSELING FOUNDATION, INC.*, sometimes hereinafter referred to as the "Foundation" or the Corporation.

ARTICLE 2.

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE 3.

The physical and mailing address of the principal office of the corporation is:

*314 Bloomingdale Avenue
Brandon, Florida 33511*

ARTICLE 4.

The Foundation shall commence existence upon the filing of these Articles by the Florida Department of State, and shall thereafter have perpetual existence. In the event of dissolution, the residual assets of the Foundation will be delivered to one or more organizations which themselves are exempt as organizations described in *§501(c)(3)* and *§170(c)(2)* of the Internal Revenue Code of 1986 or corresponding sections of any subsequent Internal Revenue Code, or to the federal, state or local government for exclusively public purpose. Such determination shall be made by

the Board of Trustees, in their sole and absolute discretion.

ARTICLE 5.

The general nature, objects and purposes of the Foundation are as follows:

1. To provide charitable financial assistance to individuals seeking Christian-based marital, family, and/or mental health counseling services, but who are unable to obtain such services due to financial hardship, thereby enabling them to obtain such services.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including:

To sue and be sued, to prosecute to completion or settle any suits or other action to obtain or enforce its rights hereunder and to defend to completion or settle any suits or action brought against it;

To operate exclusively for such charitable purposes as will qualify it as an exempt organization under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent United States internal revenue law;

To not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under §501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any subsequent United States internal revenue law, or (b) a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provision of any subsequent United States internal revenue law.

To, in any lawful manner, acquire, own, hold, improve manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Foundation's affairs;

To employ such persons or to contract with such independent contractors or agents as shall be reasonably required or appropriate, in the reasonable judgment of the Board of Directors, in order for the Foundation to carry out, perform and discharge all or any part of its duties, obligations, and responsibilities pursuant to these Articles;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Foundation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To have and exercise all powers necessary and convenient to effect its purposes;

To indemnify any person who by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation to the full extent as permitted by the Act; and

To engage in any and all other activities permitted to be engaged in by a corporation not for profit under the laws of the State of Florida as may be necessary or appropriate for the fulfillment of the duties, responsibilities, and obligations of the Foundation and for the achievement of the objects and purposes for which the Foundation has been created, formed and established.

ARTICLE 6.

The management of the Foundation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Members shall elect the Directors at an annual meeting.

ARTICLE 7.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 8.

The officers of the Foundation shall consist of a President and Secretary/Treasurer, and such other officers and assistant officers as may be provided by the Bylaws. Each officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE 9.

The name and address of the incorporator executing these Articles of Incorporation is:

*Mitchell E. Albaugh
314 Bloomingdale Avenue East
Brandon, Florida 33511*

ARTICLE 10.

The address of the initial registered office and name of the initial Registered Agent of this corporation shall be:

*Mitchell E. Albaugh
314 Bloomingdale Avenue East
Brandon, Florida 33511*

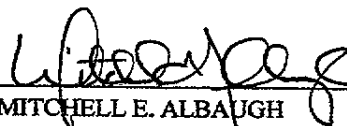
ARTICLE 11.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 12.

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its Directors or Officers, but the Foundation 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 5 hereof.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation
this 10th day of January, 2002.


MITCHELL E. ALBAUGH

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county aforesaid, appeared **MITCHELL E. ALBAUGH**, who is personally known to me or who has produced _____ as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 10th day of January, 2002.

Jeffrey L. Marvin
Print Name: Jeffrey L. Marvin
NOTARY PUBLIC-STATE OF FLORIDA

NOTARY PUBLIC - STATE OF FLORIDA
JEFFREY L. MARVIN
COMMISSION # CC858652
EXPIRES 9/14/2003
BONDED THRU ASA 1-655-NOTARY

(Seal)

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO the provisions of the Florida Not for Profit Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/office in the State of Florida:

1. The name of the corporation is

CHRISTIAN COUNSELING FOUNDATION, INC.

2. The name and address of the registered agent/office is


***Mitchell E. Albaugh
314 Bloomingdale Avenue East
Brandon, Florida 33511***



MITCHELL E. ALBAUGH

FILED
2002 JAN 14 PM 3:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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.



MITCHELL E. ALBAUGH