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Tallahassee, FL 32301

Via Hand Delivery

RECEIVED
02 MAR 26 PM 2:49
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

500005170225--1

-03/27/02--01001--020

*****78.75 *****78.75

COMMUNITY BASED CARE OF PANAMA CITY, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call me at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Jill May

Jill W. May, Paralegal

/jwm
Enclosures

FILED
2002 MAR 26 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CLERMONT

LAKELAND

MELBOURNE

ORLANDO

TAMPA

3/27/02

ARTICLES OF INCORPORATION

OF

COMMUNITY BASED CARE OF PANAMA CITY, INC.

A FLORIDA NOT FOR PROFIT CORPORATION

FILED

2002 MAR 26 AM 10:39

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, desiring to form a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby make, subscribe, adopt, and acknowledge these Articles of Incorporation as follows:

ARTICLE I
NAME

The name of the Corporation shall be Community Based Care of Panama City, Inc.

ARTICLE II
DURATION

The Corporation shall have perpetual existence; and the corporate existence will commence on the filing of these articles by the Department of State.

ARTICLE III
PURPOSES

The purposes for which the Corporation is organized are:

In particular, to provide child protection and welfare services to children in Panama City, Florida.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as thereafter amended ("Code"). In connection therewith and as limited thereby, the purposes for which the Corporation is formed are (i) to provide foster care, emergency shelter and group home care and facilities; (ii) to provide individual and group services and counseling to children and families to facilitate growth and reunification; (iii) to help abused, neglected, and abandoned children; (iv) to provide community education about the needs and issues of children in furtherance of the tax exempt purposes of this Corporation and to those ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation; or any laws applicable thereto, and to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Code; and (v) to engage in other charitable endeavors from time to time.

In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code of 1986; or (2) of a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

The Corporation is not organized for any fraudulent purpose or to mislead any creditors but is created for the sole purpose of acting as the lead agency in the privatization of foster care services in accordance with section 409.1671, Florida Statutes.

ARTICLE IV **POWERS**

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized, including, but not limited to,

providing child protection and welfare services; providing individual and group services and counseling to children and families to facilitate growth and reunification; helping abused, neglected, and abandoned children; and providing community education about the needs and issues of children in the furtherance of the tax exempt purposes of this Corporation. To these ends, the Corporation shall also have the power to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any real, personal, tangible or intangible property, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property; and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these articles, the bylaws of the Corporation, or any laws applicable thereto.

In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE V **PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The Corporation's principal office and/or mailing address to which the Secretary of State may mail any required notices shall be 1485 South Semoran Boulevard, Suite 1448, Winter Park, Florida 32792.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The Corporation designates James Patrick as its registered agent. The street address of the Corporation's registered office shall be 1485 South Semoran Blvd., Suite 1448, Winter Park, FL 32792.

ARTICLE VII
INCORPORATOR

The name and place of business of the incorporator of these Articles of Incorporation are as follows: James Patrick, 1485 South Semoran Blvd., Suite 1448, Winter Park, FL 32792.

ARTICLE VIII
MEMBERSHIP

The Corporation shall not have members and shall not issue membership certificates or stock.

ARTICLE IX
PARTICIPATING ENTITIES

Participating Entities are the entities which shall lend or otherwise provide the initial capital estimated to be required for the operation of the Corporation and shall also provide an Operating Capital Fund to be used by the Corporation in the event of unanticipated cash flow shortages. Capital contributions to the Corporation may be in the form of interest free loans and/or lines of credit. Additional loans or contributions of capital may be required, from time to time, for the continued operations of the Corporation, as may be approved by the unanimous vote of the Board of Directors. The

terms and conditions of such capital contributions shall be governed by the Participating Entity Agreement.

The Participating Entities shall have the rights and responsibilities, including the right to appoint directors to the Board of Directors, as set forth, from time to time, in the Participating Entity Agreement.

No Participating Entity may retain its rights or be granted rights hereunder unless such Participating Entity qualifies as a tax exempt organization or foundation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as the same may hereafter be amended.

The Corporation's initial Participating Entity shall be

1. Children's Home Society of Florida, Incorporated.

This initial Participating Entity shall have the right to appoint directors to the initial Board of Directors as provided in the bylaws of the Corporation and the Participating Entity Agreement.

As provided in the bylaws and the Participating Entity Agreement, the Participating Entities may voluntarily relinquish their respective rights hereunder, and additional Participating Entities may be added and granted rights to appoint directors in such manner as may be provided in the bylaws and the Participating Entity Agreement.

ARTICLE X **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) natural persons who are 18 years of age or older but who need not be residents of Florida. The number of directors shall be fixed in the

bylaws of this Corporation. The number of directors may be adjusted from time to time by the Board of Directors as provided in the bylaws of the Corporation.

The initial directors of the Corporation shall be: David Bundy, James Patrick and Doug Weinberg.

The duration, term, and number of permitted terms of the directors and filling of vacancies shall be as set forth, from time to time, in the bylaws. The bylaws may provide for the removal of directors and the loss or suspension of voting rights of directors.

The bylaws shall provide that the Board of Directors may establish an advisory group or board (an "Advisory Board") or other committee to serve at the pleasure of the Board of Directors, for such terms and with such qualifications and responsibilities as the Board of Directors may designate or authorize; provided however, that members of any Advisory Board shall not be entitled to vote upon any matters coming before the Board of Directors.

ARTICLE XI **OFFICERS**

The officers of the Corporation shall consist of a President and Secretary and, at the discretion of the Board of Directors, a Treasurer and one or more Vice Presidents, each of whom shall be a natural person of 18 years or older. The Board of Directors may elect or appoint such other officers and assistant officers and agents as may be deemed necessary. The Board of Directors shall fix the term of office and salaries of all the officers of the Corporation. Officers may be re-elected to serve subsequent terms. In the event of a vacancy in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term in accordance with the bylaws of the Corporation.

All officers and agents of the Corporation shall have such authority and perform such duties in the management of the Corporation as are provided in the bylaws.

ARTICLE XII
ELECTION OR APPOINTMENT OF DIRECTORS

Directors of the Corporation shall be elected or appointed in the manner provided by and consistent with these articles and the bylaws of the Corporation.

The bylaws shall also provide for the elimination of the right of Participating Entities to appoint directors, by reason of the failure of any Participating Entity to comply with or violation of the provisions thereof.

ARTICLE XIII
BYLAWS

The bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at a duly called meeting of the Board in accordance with the bylaws.

ARTICLE XIV
AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XV
DISSOLUTION AND DISTRIBUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings,

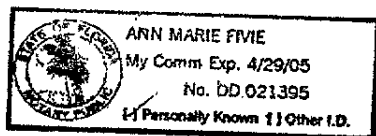
current or accumulated, of the Corporation shall inure to the benefit of a private individual.

IN WITNESS WHEREOF, I have subscribed my name this 21st day of March, 2002.


James Patrick, Incorporator

STATE OF FLORIDA,
COUNTY OF Orange

On this day of March 21, 2002, before me, a Notary Public in the aforesaid State and County personally appeared JAMES PATRICK, who is known to me to be the person named in and who executed the foregoing instrument and who severally acknowledged that ~~she~~ he executed the same freely.

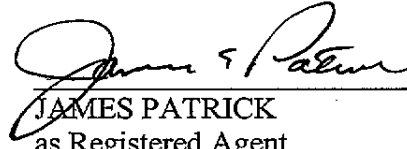



NOTARY PUBLIC
My Commission Expires: 4/29/05

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of Community Based Care of Panama City, Inc., I hereby accept and agree to act in this capacity.

Dated: March 21, 2002.


JAMES PATRICK
as Registered Agent

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2002 MAR 26 AM 10:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA