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*John Smith*

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FLORIDA NON-PROFIT CORPORATION

CHILDREN'S NETWORK OF CENTRAL FLORIDA, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**CHILDREN'S NETWORK OF CENTRAL FLORIDA, INC.  
(A Florida Not For Profit Corporation)**

I, the undersigned, for the purpose of forming a corporation for charitable and philanthropic purposes under Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation:

**Article I. Name and Principal Office**

The name of this corporation shall be CHILDREN'S NETWORK OF CENTRAL FLORIDA, INC. (the "Corporation"), and its principal address shall be 5925 Imperial Parkway, #130, Mulberry, Florida 33860.

**Article II. Term of Existence**

The Corporation shall exist perpetually, commencing on the date these Articles are filed with the Florida Secretary of State.

**Article III. Purpose**

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code") and, to that end, to do the following:

- a. Coalesce the civic community of Polk, Highlands and Hardee Counties to determine policy and implementation for providing child welfare services in Polk, Highlands and Hardee Counties, Florida;
- b. To provide professional casework counseling and other social welfare programs and mental health services in Polk, Highlands and Hardee Counties to meet the needs

of sick, aged, families and children with an emphasis on prevention of premature institutionalization;

c. Determine means of implementation, including funding, for providing child and family welfare services in accordance with policy;

d. Oversee implementation of policy, review means of implementation, and reevaluate on an ongoing basis policy and implementation, including funding;

e. To the extent permitted by law, to exercise its rights, power and privileges, to hold meetings of its board of directors, to have one or more offices and to keep the books of the Corporation, in any part of the world;

f. To do any and all lawful acts and things, alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation.

#### **Article IV. Prohibited Activities**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, officer or other private individual (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments and distributions in furtherance of the Corporation's purpose set forth in Article III, and to reimburse individuals for reasonable expenses incurred for the benefit of the Corporation), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be the carrying 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### Article V. Powers

Subject to the restrictions and limitations set forth in Articles III and IV, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets: to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in or obligations of, other domestic

or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purpose or purposes.

#### **Article VI. Non-Stock Basis and Membership**

The Corporation is organized upon a non-stock basis and shall not issue shares of stock. Membership in the Corporation may be evidenced by a certificate of membership. The sole member of the Corporation shall be the Gulf Coast Jewish Family Services, Inc.

#### **Article VII. Board of Directors**

Section 1. The business affairs of the Corporation shall be managed by the Board of Directors. The Corporation shall initially have four (4) directors. The directors shall be elected as provided in the Corporation's Bylaws.

Section 2. The name and address of each person who is to serve as an initial director until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

##### **Name**

##### **Address**

Kari K. Jacobson, Esq.

Stephens, Lynn, Klein & McNicholas  
101 E. Kennedy Boulevard, #2500  
Tampa, Florida 33602

Glenda Pittman

1135 Longwood Oaks Boulevard  
Lakeland, Florida 33811

James H. Shimberg, Jr., Esq.

Holland & Knight  
Post Office Box 1288  
Tampa, Florida 33601

The Honorable Deborah Wells,  
Child Support Hearing Officer

Tenth Judicial Circuit  
Post Office Box 9000  
Drawer J149  
Bartow, Florida 33831

Section 3. The number of directors may be changed from time to time, by amendment to the Bylaws, but shall never be fewer than three.

**Article VIII. Bylaws**

Section 1. The power to adopt Bylaws for the Corporation, to alter, amend, or repeal said Bylaws, and to adopt new Bylaws shall be vested in the Board of Directors of the Corporation.

Section 2. The Bylaws of the Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided that the Bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

**Article IX. Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation is 14041 Icot Boulevard, Clearwater, Florida 33760, and the name of its initial registered agent at such address is Michael A. Bernstein.

**Article X. Incorporator**

The name and address of the incorporator of the Corporation is Michael A. Bernstein, 14041 Icot Boulevard, Clearwater, Florida 33760.

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**Article XI. Dissolution**

Upon the dissolution of the Corporation, the board of directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to one or more organization(s) organized for charitable purposes, as the board of directors shall determine; provided, however, that any organizations to which assets are distributed pursuant to this Article shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code, and none of the assets will be distributed to any member, officer, or director of the Corporation.

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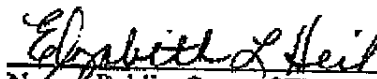
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IN WITNESS WHEREOF, the undersigned subscribing incorporator hereby declares and certifies that the facts herein stated are true, and accordingly has hereunto set his hand and seal on this 18<sup>th</sup> day of July, 2002, for the purpose of forming a corporation not for profit under the laws of the State of Florida.

  
Michael A. Bernstein, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of July, 2002, by Michael A. Bernstein, who ☒ is personally known to me, or who ☐ produced \_\_\_\_\_ as identification.

  
Notary Public, State of Florida  
Print Name: \_\_\_\_\_  
Commission No. \_\_\_\_\_  
Commission Expires: \_\_\_\_\_





**CERTIFICATE DESIGNATING REGISTERED AGENT**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That CHILDREN'S NETWORK OF CENTRAL FLORIDA, INC. desiring to organize under the laws of the State of Florida, has named Michael A. Bernstein, 14041 Icor Boulevard, Clearwater, Florida 33760, as its agent to accept service of process within the State of Florida.

DATED this 18<sup>TH</sup> day of July, 2002.

By Michael A. Bernstein  
Michael A. Bernstein, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, and all other statutes relative to the proper and complete performance of my duties as registered agent.

Michael A. Bernstein  
Michael A. Bernstein  
Registered Agent

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