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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 AUG 28 PM 2: 59

ACCOUNT NO. : 072100000032

REFERENCE : 723198 7145323

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 28, 2002

ORDER TIME : 10:16 AM

ORDER NO. : 723198-010

CUSTOMER NO: 7145323

CUSTOMER: Mr. Wade Boyette  
Gray, Harris, Robinson,  
Hovis, Boyette & Crawford  
Bankfirst Building, 2nd Floor  
1380 Grand Highway  
Clermont, FL 34711

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-08/28/02--01050--015  
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DOMESTIC FILING

NAME: CENTRAL FLORIDA FAMILY  
NETWORK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147  
EXAMINER'S INITIALS: \_\_\_\_\_

RECEIVED  
02 AUG 28 AM 11:45  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
CENTRAL FLORIDA FAMILY NETWORK, INC.**

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The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**Article I  
NAME AND ADDRESS**

The name and address of the Corporation is CENTRAL FLORIDA FAMILY NETWORK, INC., 1380 Grand Highway, Suite 200, Clermont, FL 34711.

**Article II  
NOT FOR PROFIT**

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. 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, Directors, or Officers, except to the extent permissible under law.

**Article III  
COMMENCEMENT OF CORPORATE EXISTENCE  
AND DURATION**

The date when corporate existence shall commence is the date of filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The duration (term) of the Corporation is perpetual.

**Article IV  
PURPOSES**

The Corporation is organized, and shall be operated exclusively for, the following purposes:

1. Central Florida Family Network, Inc., is a community of organizations dedicated to the collaborative promotion of children's physical, social, spiritual, emotional, and intellectual development through sound family-focused clinical and case management practices oriented toward the best interest of every child.

These services may include, but are not limited to, counseling, group counseling, individual treatment, crisis intervention, day care, day treatment, adoption, foster home care, group home care and, if deemed advisable, residential care.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or use, apply, employ, sell, expend, disburse, lease, mortgage, manage, option, donate or for any of the purposes set forth herein.

3. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## **Article V LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 4 (Purposes) hereof.

## **Article VI DISSOLUTION**

In the event of termination, dissolution or final liquidation of the Corporation, property and assets shall be distributed to any creditor of the Corporation for outstanding debts or obligations. After payment of all outstanding debts, the remaining property and assets shall be distributed to the founding members (as outlined in Article VII), but in no event to any private person or to any corporation or organization other than one organized and operated for charitable or religious purposes which is an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as from time to time amended.

## **Article VII MEMBERS**

The Members of this organization shall be the founding corporations. The ownership of this corporation will be equally split among these four members:

Central Baptist Family Services, Inc.  
1300 West Citizens Blvd, Suite 200  
Leesburg, FL 34748

Neighbor to Family, Inc.  
955 Orange Ave., Suite M  
Daytona, FL 32114

Youth and Family Alternatives, Inc.  
7524 Plathe Road  
Newport Richey, FL 34653

Child Development Services  
1601 NE 25<sup>th</sup> Avenue  
Ocala, FL 34470

## **Article VIII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial Registered Office of the Corporation is 1380 Grand Highway, 2<sup>nd</sup> Floor, Clermont, Florida, 34711, and the name of its initial Registered Agent at that address is Wade Boyette.

## **Article IX**

### **INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is four plus one at-large Director who will be chosen and elected unanimously. 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. The Members shall elect the Directors at the annual meeting of Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

| <b>Name</b>       | <b>Address</b>   |
|-------------------|--|
| Martin R. Sinnott | 122 S. Michigan Ave.<br>Suite 1500<br>Chicago, IL. 60603 |
| Gordon Johnson    | 955 Orange Ave.<br>Suite M<br>Daytona, FL. 32114         |
| George McGrill    | 7524 Plathe Road<br>Newport Richey, FL. 34653            |
| Linda Foy         | 1601 NE 25 <sup>th</sup> Avenue<br>Ocala, FL 34470       |

## **Article X**

### **OFFICERS**

The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer, and such other Officers and Assistant Officers as may be provided in 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. The name and address of each initial Officer of the Corporation is as follows:

| <b>Title</b>   | <b>Name</b>       | <b>Address</b>   |
|----------------|-------------------|--|
| Secretary      | Martin R. Sinnott | 122 S. Michigan Ave.<br>Suite 1500<br>Chicago, IL. 60603 |
| Vice President | Gordon Johnson    | 955 Orange Ave<br>Suite M<br>Daytona, FL. 32114          |
| President      | George McGrill    | 7524 Plathe Road<br>Newport Richey, FL. 34653            |
| Treasurer      | Linda Foy         | 1601 NE 25 <sup>th</sup> Avenue<br>Ocala, FL 34470       |

## **Article XI INCORPORATORS**

The names and addresses of the Incorporator is:

| <b>Name</b>  | <b>Address</b>  |
|--------------|---|
| Wade Boyette | 1380 Grand Highway<br>Suite 200<br>Clermont, FL 34711 |

## **Article XII BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

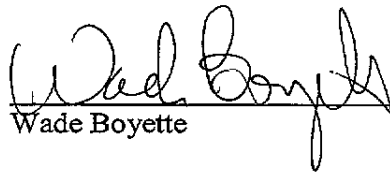
## **Article XIII AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

**Article XIV**  
**INDEMNIFICATION**

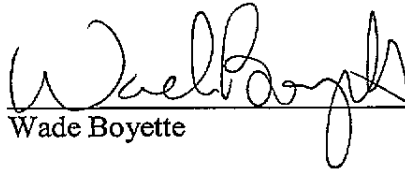
The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the General Corporation Act and the Not For Profit Corporation Act.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this \_\_\_\_\_ day of \_\_\_\_\_, 2002.

  
Wade Boyette

## ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of  
CENTRAL FLORIDA FAMILY NETWORK, INC.

  
Wade Boyette

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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