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Division of Corporations

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : A 1 A CORPORATE SERVICES, INC.  
Account Number : I20010000247  
Phone : (305) 673-0347  
Fax Number : (305) 532-0738

**FLORIDA NON-PROFIT CORPORATION**

**INDEPENDENT CONSULTATION CENTER 100% INC.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

**OF**

**Independent Consultation Center 100% Inc.**

**A Florida Corporation Non Profit**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

**ARTICLE I**

The name of the corporation shall be Independent Consultation Center 100% Inc. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

**ARTICLE II**

The street address of the initial principal office of the Corporation shall be 12714 83rd. Ave N Seminole, FL 33776.

**ARTICLE III**

The purpose of the corporation is to provide workshops on raising Self Esteem and Self-Worth to people who are sick or disabled. This will include but will not be limited to; working with youth and senior citizens, in an effort to bridge the gap between seniors and youth. This component will be entitled "Youth Embracing Seniors" (YES). Workshops on Raising Self Esteem and Self Worth will be provided to low income disadvantaged populations in English as well as Spanish as an in kind service. To create an incentive I will try to obtain donations that will be geared toward the organizations goal of improving self esteem and self worth among under served populations. I will be trying to reach people with life threatening illnesses and home bound persons who would not otherwise be serviced. My intention is to reach the mentally ill population, hospice patients as well as HIV positive and Cancer patients. I am a licensed clinical Social Worker dedicated to meeting the needs of community. This is especially needed as there is a great need among people with limited English Speaking ability. I have been networking and there is a great deal of interest in my in kind services.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter

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earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, 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 section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

#### ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

Dori DeCarlo  
12714 83rd. Ave N  
Seminole, FL 33776

Director

Stephen Bloss  
12714 83rd. Ave N  
Seminole, FL 33776

Director

Gloria Bury  
12714 83rd. Ave N  
Seminole, FL 33776

Director

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

#### ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the

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during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit 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 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 organizations as the court shall determine.

ARTICLE VII

The street address of the initial registered office of the Corporation is 1221 BRICKELL AVE. SUITE 900 MIAMI, FL 33131, and the initial registered agent of the Corporation at that address is FLORIDA AGENT SERVICES, INC.

ARTICLE VIII

The name and address of the incorporator for the Corporation is FLORIDA AGENT SERVICES, INC., 1221 BRICKELL AVE. SUITE 900 MIAMI, FL 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this October 18, 2002 .

  
\_\_\_\_\_  
Florida Agent Services, Inc., Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is  
Independent Consultation Center 100% Inc.
2. The name and address of the registered agent is: FLORIDA AGENT SERVICES, INC., 1221 BRICKELL AVE. SUITE 900 MIAMI, FL 33131.

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.

  
\_\_\_\_\_  
FLORIDA AGENT SERVICES, INC., Registered Agent

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