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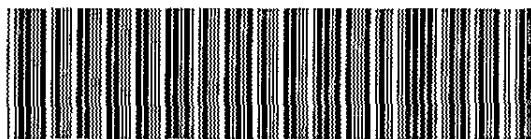
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ACCOUNT NO. : 072100000032

REFERENCE : 800760 7145323

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : October 30, 2002

ORDER TIME : 10:51 AM

ORDER NO. : 800760-005

CUSTOMER NO: 7145323

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

DOMESTIC FILING

NAME: FAMILY SERVICES OF METRO  
ORLANDO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
FAMILY SERVICES OF METRO ORLANDO, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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 Family Services of Metro Orlando, Inc., 1300 West Citizens Boulevard, Suite 200, Leesburg, Florida 34748.

**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 duration (term) of the Corporation shall be perpetual, commencing Friday, October 25, 2002, pursuant to Florida Statute 608.409.

**Article IV  
PURPOSES**

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

1. Respond to the unmet needs of children and families. Through child welfare and family services its aim is to help families remedy conditions of risk, and to thrive and function in ways that promote the health, social, emotional and spiritual development of all family members.

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 any corporation or organization operated for charitable or religious purposes, serving same or similar services, 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 Central Baptist Children's Home, Inc.

## **Article VIII INITIAL REGISTERED OFFICE AND AGENT**

The Street address of the initial Registered Office of the Corporation is 1380 Grand Highway, 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 three. 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 Sinnott	S. Michigan Avenue Suite 1500 Chicago, Illinois 60603
Greg Kurth	Blackland Terrace #100 Apopka, FL 32703
RJ McMahon	839 Forest River Forest, IL 60305

## **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>
President	Martin Sinnott	122 S. Michigan Avenue Suite 1500 Chicago, Illinois 60603
Vice President:	Greg Kurth	870 Blackland Terrace #100 Apopka, FL 32703
Secretary/ Treasurer:	RJ McMahon	839 Forest River Forest, IL 60305

**Article XI  
INCORPORATORS**

The names and addresses of the Incorporator is:

<b>Name</b>	<b>Address</b>
Wade Boyette	1380 Grand Highway Suite 200 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.

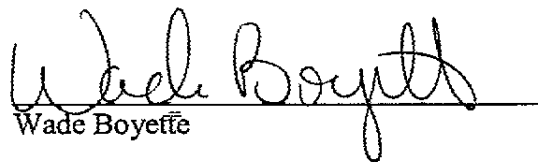
**Article XIII  
AMENDMENT**

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**

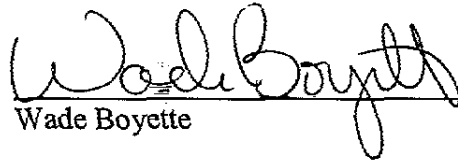
The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the General Corporation Act and the Not For Profit Corporation Act.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 29 day of October, 2002.

  
Wade Boyette

## ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Family Services of Metro Orlando, Inc.

  
Wade Boyette

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