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To:

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

From:

Account Name : WILLIAMS SCHIFINO ANGLIONE & STEADY, P.A.
Account Number : I20000000216
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FLORIDA NON-PROFIT CORPORATION

FLORIDA GUARDIAN AD LITEM ASSOCIATION INC.

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ARTICLES OF INCORPORATION

OF

**FLORIDA GUARDIAN AD LITEM ASSOCIATION INC.
A Charitable Not for Profit Corporation**

William J. Schifino, Jr., acting as incorporator, hereby adopts these Articles of Incorporation and forms a charitable not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act") as follows:

ARTICLE I

Name of Corporation

The name of the Corporation shall be **FLORIDA GUARDIAN AD LITEM ASSOCIATION INC.**

ARTICLE II

Purpose of the Corporation

The Corporation is organized to transact any and all business - not for pecuniary profit - for which a corporation may be incorporated under the Act, including, but not limited to:

1. The improvement of the lives of abused and neglected children in Florida by promoting the development, expansion and improvement of guardian ad litem programs statewide.

2. The Corporation may not engage in activities specifically prohibited to corporations under other laws of this State, and must conduct its affairs within the limitations set forth in these Articles of Incorporation.

ARTICLE III

Qualifications as a Tax Exempt Organization

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Board of Directors, 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 the support of the Corporation. 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 publication or distribution of statements) in any campaign on behalf of any candidate for public office.

B. Notwithstanding any other provision of these Articles, the Corporation shall not

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carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) and not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Law).

C. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV

Duration

The Corporation's existence shall commence on the date of execution of these Articles of Incorporation, and the Corporation's existence shall be perpetual thereafter.

ARTICLE V

Dissolution of Corporation

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the accumulated net earnings of the Corporation exclusively for the benefit of an organization or organizations that are organized and operated exclusively for exclusively religious, charitable, scientific, literary, or educational purposes, provided that at the time of distribution that organization or organizations are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law). Any remaining capital of the Corporation that is not the result of any accumulation of net earnings of the Corporation shall be distributed to its Board of Directors.

ARTICLE VI

Bylaws

- A. The Board of Directors shall prepare and approve the Bylaws of the Corporation.
- B. Subsequent amendments to the Bylaws may be proposed by the Board of Directors. Each proposed amendment must be approved by the Board of Directors.
- C. The Bylaws of the Corporation may be rescinded by the Board of Directors.

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ARTICLE VII

Amendments to the Articles of Incorporation

Proposed amendments to the Articles of Incorporation may be adopted by a majority of the Board of Directors.

ARTICLE VIII

Incorporator

The Incorporator of this Corporation is:

William J. Schifino, Jr., Esquire

whose address is:

201 N. Franklin Street
One Tampa City Center, Suite 2600
Tampa, Florida 33602

ARTICLE IX

Board of Directors of the Corporation

A. The affairs of the Corporation shall be managed by the Board of Directors, whose number and election shall be as set forth in the Bylaws.

B. The Board of Directors shall, at any time, have the right to remove and/or replace one or more of the Directors of the Corporation, with or without cause, by majority vote.

ARTICLE X

Indemnity

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as directors or officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including, without limitation, amounts paid upon judgments, counsel fees and amounts paid in settlement (before or after suit has commenced) actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding by reason of having been or being directors or officers; provided that the Corporation shall provide no indemnification in cases wherein the director or officer is adjudged guilty of willful malfeasance in the performance of his or her duties.

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ARTICLE XI

Designation of Registered Agent and Registered Office

The Registered Agent of the corporation is William J. Schifino, Jr., and the initial registered office shall be at 201 N. Franklin Street, One Tampa City Center, Suite 2600, Tampa, Florida 33602.

ARTICLE XII

Principal Office and Mailing Address

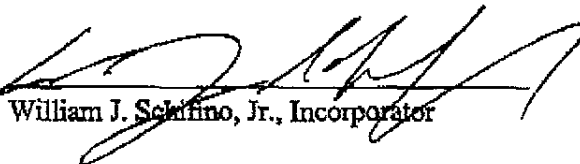
The principal office of the Corporation is:

7714 Glenview Drive
Glen St. Mary, Florida 32040

The mailing address of the Corporation is:

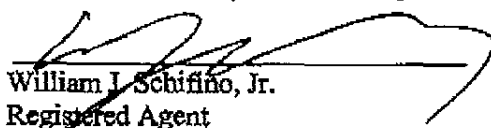
P.O. Box 973
Glen St. Mary, Florida 32040

These Articles of Incorporation are dated and executed in Tampa, Florida, this 21st day of November, 2002.


William J. Schifino, Jr., Incorporator

ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for **FLORIDA GUARDIAN AD LITEM ASSOCIATION INC.** at 201 N. Franklin Street, One Tampa City Center, Suite 2600, Tampa, Florida 33602, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations of this position.


William J. Schifino, Jr.
Registered Agent

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