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DIVISION OF CORPORATIONS  
02 DEC 23 AM 11:13

12/23/02

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Palm Beach Community Counseling Center Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM:

Caroline Edwards  
Name (Printed or typed)

Palm Beach Counseling Center  
3970 RCA Blvd. Ste 2009  
Address

Palm Beach Gardens FL 33410  
City, State & Zip

561 626 5683 x28  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
THE PALM BEACH COMMUNITY COUNSELING CENTER, INC.  
(A Not for Profit Corporation)

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**ARTICLE I  
CORPORATE NAME**

- 1.1 The Name of this corporation is PALM BEACH COMMUNITY COUNSELING CENTER, INC., hereafter known as the Corporation, with the principal office located at 3790 RCA Blvd., Suite 7009, Palm Beach Gardens, Florida 33410.

**ARTICLE II  
AFFILIATION**

- 2.1 The Corporation shall be affiliated with Palm Beach Community Church for guidance on matters of values, codes of ethics, and corporate culture.

**ARTICLE III  
TERMS OF EXISTENCE**

- 3.1 This corporation shall exist perpetually.

**ARTICLE IV  
INCORPORATORS**

- 4.1 The name and residence of the Incorporators are as follows:

Dr. Caroline Edwards  
8005 SE Doubletree Dr.  
Hobe Sound, FL 33455

Kate Borland  
6701 Winding Lake Dr.  
Jupiter, FL 33458

Michael R. Kelly  
One Old Meadow Way  
Palm Beach Gardens, FL 33418

Elsa R. Kimbell  
911 N. Pompano Dr.  
Jupiter, FL 33458

The rights and interests of the Incorporators shall automatically terminate when these Articles are filed with the Secretary of State.

**ARTICLE V  
PURPOSE**

- 5.1 To provide a full range of professional, biblically based, counseling services by Christian therapists that are available to everyone in our community regardless of beliefs.

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**ARTICLE VI  
POWERS OF THE CORPORATION**

- 6.1 The powers of the Corporation shall include and be governed by the following provisions:
- 6.1.1 The Corporation shall have all the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.
- 6.1.2 The Corporation shall have the powers and duties set forth in Chapter 617 of the Florida Statutes. In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, lease, devise, or bequest and hold and dispose of such property as the Corporation shall require for its benefit and not for pecuniary profit. The Corporation shall have the right to maintain and use appropriate bank accounts for the purpose of the Corporation and to execute all the necessary documents, which might be reasonably necessary to further the primary purposes of the Corporation. The Corporation shall have the right to enter into contracts, conveyances, and to acquire, solicit, borrow, lend, and otherwise deal in monies and assets, which are reasonably necessary to further the primary purposes of the Corporation. Officers and directors may be compensated for services provided for the Corporation and shall have the right to employ and pay salaries to necessary personnel to perform the services required for the proper operation of the purposes of this Corporation. The foregoing powers are illustrative and in no way limit the powers of the Corporation.

**ARTICLE VII  
PROHIBITIONS**

- 7.1 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 the purposes set forth in these articles.
- 7.2 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 any candidate for public office.

**ARTICLES OF INCORPORATION  
OF  
THE PALM BEACH COMMUNITY COUNSELING CENTER, INC.  
(A Not for Profit Corporation)**

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- 7.3 Notwithstanding any other provision of these articles, the corporation shall carry on any other activities permitted:
- 7.3.1 By a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or
- 7.3.2 By a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE VIII  
DISSOLUTION**

- 8.1 In the event of dissolution or other termination of the Corporation, the following will occur.
- 8.1.1 Title to all of its assets shall vest in Palm Beach Community Church, or its successor, or one or more organizations that are exempt as described in Section 170 and Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding sections of any future Internal Revenue code. The last Board of Directors shall make that determination in the order hereby defined.
- 8.1.2 These provisions are to be enacted provided that such does not impair or destroy the tax exempt status to donations, contributions, or legacies received by this named Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

**ARTICLE IX  
BOARD OF DIRECTORS**

- 9.1 The affairs of this Corporation are to be managed initially by a Board of Directors of three. Additional Directors may be added to the Board as set forth in the duly adopted By-Laws of this Corporation that may be in existence from time-to-time.

The names and addresses of the individuals, each of whom are 18 years or older, to serve on the initial Board of Directors are as follows:

Dr. Caroline Edwards  
8005 SE Doubletree Dr.  
Hobe Sound, FL 33455

Kate Borland  
6701 Winding Lake Dr.  
Jupiter, FL 33458

Michael R. Kelly  
One Old Meadow Way  
Palm Beach Gardens, FL 33418

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- 9.2 The initial officers of the Corporation shall be a Chairperson, a Secretary/Treasurer, and a Counseling Center Director, and such other officers as may be provided in the By-Laws.
- 9.3 The officers shall be elected in accordance with the By-Laws of the Corporation.
- 9.4 The officers shall serve and their duties shall be set forth in the By-Laws of the Corporation.

**ARTICLE X  
BY-LAWS**


- 10.1 The Directors, by majority vote, are authorized to establish By-Laws for the corporation not to be inconsistent with these Articles of Incorporation, and to amend same from time to time.

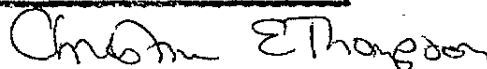
**ARTICLE XI  
AMENDMENTS TO ARTICLES OF INCORPORATION**

- 11.1 This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.
- 11.2 Amendments to the Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a majority vote of all members present and those represented by proxy at any meeting called for that purpose. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the Directors then in office.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 19<sup>th</sup> day of December 2002.



  
Dr. Caroline Edwards

  
Christina E. Thompson

ARTICLES OF INCORPORATION  
OF  
THE PALM BEACH COMMUNITY COUNSELING CENTER, INC.  
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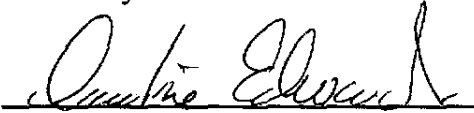
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ARTICLE XII  
REGISTERED AGENT & PLACE OF BUSINESS

- 12.1 The initial registered agent's mailing address, and place of business for service of process is:

Dr. Caroline Edwards  
3790 RCA Blvd., Suite 7009  
Palm Beach Gardens, Florida 33410

- 12.2 Having been named to accept service of process for the above stated corporation, at the place designated in these articles of incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Dr. Caroline Edwards

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