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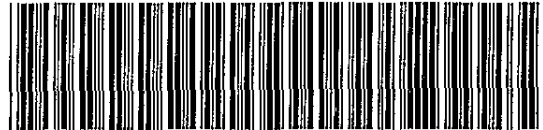
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IMPACT COUNSELING OF
BROWARD, INC.

December 20, 2002

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation for the establishment of Impact Counseling of Broward, Inc., a Florida not for profit corporation. In addition, you will find the form for registered agent, and a check for \$78.75. If there is anything additional you need, please do not hesitate to call me at 954-771-5989.

Sincerely,

Kathalyn Feuer-Haimo

Kathalyn Feuer-Haimo
3020 N.E. 44th Street
Fort Lauderdale, Fl. 33308

954-771-5989

954-771-6131 (fax)

[Click here and type slogan]



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 27, 2002

KATHALYN FEUER-HAIMO
3020 N.E. 44TH STREET
FORT LAUDERDALE, FL 33308

SUBJECT: IMPACT COUNSELING OF BROWARD, INC.
Ref. Number: W02000035993

We have received your document for IMPACT COUNSELING OF BROWARD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

LIST THE NAME AND ADDRESS OF THE REGISTERED AGENT ON THE CERTIFICATE PAGE.

An effective date may be added to the Articles of Incorporation **if a 2003 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 902A00067630

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ARTICLES OF INCORPORATION
OF
IMPACT COUNSELING OF BROWARD, INC. *Impact Counseling of Broward, Inc.*

03 JAN 31 AM 9:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is
2. The period of its duration is perpetual; provided, however, its existence may be terminated pursuant to the provisions pertaining to the dissolution of the corporation.
3. The objects and purposes of this corporation and the powers which it may exercise are as follows:
 - A.. The corporation is organized for the purpose of engaging in all Religious, charitable, scientific, literary or educational purposes in which an organization may engage as an organization qualifying as an organization exempt from federal income taxation under Section 501(c) (3) of the Internal Revenue Code of 1986 and the regulations promulgated there under, as said Code and regulations now exist or as they may hereafter be amended (or the corresponding provision of any subsequent federal tax laws, if any, being hereinafter referred to together the "Code").
 - B. Without in any way limiting the foregoing purposes, to engage in the ministry of providing programming and other appropriate assistance to youth in the greater Broward County, Florida area and their families to strengthen the family relationship and provide the family members the skills and relationships necessary to help the youth in the family avoid lifestyles and activity which will lead to their incarceration or behavior detrimental to themselves, their family and their community.
 - C. The corporation shall possess and exercise all the powers and privileges granted by the Florida Corporation Act together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the corporation (limited only by the restrictions set forth in these Articles of Incorporation).
 - D.. Anything herein contained to the contrary notwithstanding, the Corporation shall not be operated for private profit and no part of the Assets or the net earnings of the corporation shall at any time inure to The benefit of any director, officer or other private person, except That the corporation shall be authorized and empowered to pay Reasonable compensation for services rendered, to reimburse Expenditures incurred in the performance of their duties by members, Directors and officers and to make payments and distributions in

Furtherance of the objects and purposes set forth in this Article 3.

Expenditures incurred in the performance of their duties by members
Directors and officers and to make payments and distributions in
Furtherance of the objects and purposes set forth in this Article 3.

- E. 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.
- F. The foregoing clauses of this Article 3 shall be construed equally as
Objects, purposes and powers and the foregoing enumeration of
Specific objects, purposes or powers shall not be construed or held to
Limit or restrict in any manner the

powers of the corporation expressly conferred by law, except as expressly stated.

G. The foregoing powers of the corporation shall be exercised subject to and consistnetly with the following affirmative duties:

- (1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income.
- (2) The corporation shall not engage in any act of self-dealing.
- (3) The corporation shall not retain any excess business holdings.
- (4) The corporation shall not make any investments.
- (5) The corporation shall not make any taxable expenditures.

H. Notwithstanding any other provisions of these articles of incorporation, this corporation will not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) 3 of the Code or corporation contributions to which are deductible under Section 170 (c) (2) of the Code.

4. The number of directors constituting the initial board of directors of the corporation are as follows:

NAME & ADDRESS OF DIRECTORS

Barbara B. Casey
341 Oregon Lane
Boca Raton, FL 33487

Kathalyn Feuer-Haimo
3020 NE 44th St.
Ft. Lauderdale, FL 33301

George Casey
631 Beacon Pkwy. West
Birmingham. AL 35209

Adam F. Haimo, Esq.
Hodgson Russ Attorneys LLP
1801 North Military Trail
Suite 200
Boca Raton, Florida 33431

The number of directors constituting the board of directors of the corporation thereafter shall be determined in the manner set forth in the by-laws of the corporation.

5. The corporation shall not have members.

6. The members of the first board of directors shall hold office until the first annual meeting of the directors and until their successors shall have been elected in the manner and for the term specified in the by-laws of the corporation.

7. In the event of dissolution of the corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described to Section 501 (c)(3) and 170 (c)(2) of the Code or to the federal, State, or any local government exclusively for public purposes.

8. There shall be no personal or individual liability of any member, director or officer for any debts, liabilities or obligations of the corporation of any kind whatsoever.

9. The initial registered office of the corporation shall be located at 3020 NE 44th St. Ft. Lauderdale, FL 33308. The name of the initial registered agent of the corporation at such address is Kathalyn Feuer-Haimo.

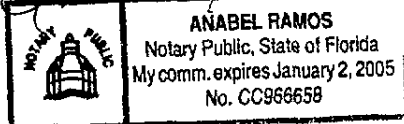
10. The names of the incorporators of the corporation are Kathalyn Feuer-Haimo and Barbara B. Casey.

11. These articles of incorporation may be amended from time to time in accordance with the terms and provisions of the Florida Nonprofit Corporation Act; provided, however, that no such amendment shall be made which would in any way result in the operation of the corporation for the private advantage or pecuniary profit of any director or member thereof or permit the operation of the corporation for any purpose other than charitable, scientific, literary and educational purposes.

The undersigned acting as incorporator of the corporation named herein in accordance with the Florida Nonprofit Corporation Act executes the Articles of Incorporation this 28th day of Jan 2003.

Kathalyn Feuer-Haimo

FOR KATHALYN FEUER-HAIMO
Anabel Ramos



**CERTIFICATE OF
DESIGNATION OF REGISTERED AGENT
FOR**

Pursuant to Section 617.0501, Florida Statutes, the following is submitted:

Impact Counseling of Broward, Inc.

, desiring to organize under the laws of the State of Florida, with its registered
office as indicated in the Articles of Incorporation, has named *Kathalyn Feuer-Haimo, 3020 NE 44TH ST*
Fort Lauderdale, Florida 33308, located at , City of
, County of *Broward* State of , as its registered agent for service of process within this
State.

*Kathalyn Feuer-Haimo
3020 NE 44 Street
Ft. Lauderdale, Fl. 33308
954-771-5989*

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at the
place designated in this Certificate, 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 and I accept the duties and obligations as set forth in Section 617.0501, Florida Statutes.

Kathalyn Feuer-Haimo