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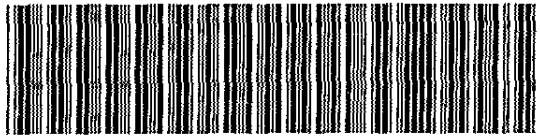
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03 JUN 30 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**Smith
Smith, Moore &
Smith**

ATTORNEYS AT LAW, P.A.

Michael S. Smith
Stephen A. Smith, P.A.
Paul V. Smith
G. Cline Moore

June 27, 2003

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: TRI-COUNTY FOSTER PARENTS ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$78.75 to cover the necessary charges.

If further information or monies are required, please contact our office. We would appreciate your returning to this firm a copy of the Articles of Incorporation.

Thank you for your assistance in this matter.

Sincerely,
MICHAEL S. SMITH

By: Charlie Williams
Lydia "Charlie" Williams
Legal Assistant

/lcw
Encls.

ARTICLES OF INCORPORATION
OF
TRI-COUNTY FOSTER PARENTS ASSOCIATION, INC.

FILED
03 JUN 30 AM 9: 57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is TRI-COUNTY FOSTER PARENTS ASSOCIATION, INC..

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial mailing address of the principal place of business of this corporation in the State of Florida is: 2409 US Hwy. 98 W, Perry, Florida 32347.

ARTICLE III

PURPOSE

The purposes for which the corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code").

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interest, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Trustees may determine to be appropriate as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

ARTICLE IV

TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

ARTICLE V

POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on an activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

LIMITATIONS

The Corporation shall be operated exclusively for charitable and educational purposes as a nonprofit corporation. No individual trustee or member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempt to influence legislation, nor shall the corporation participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VII

MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

ARTICLE VIII

TRUSTEES

(a) Powers: All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Trustees.

(b) Number: The number of trustees shall be determined from time to time in accordance with the Bylaws, but shall never be less than three trustees, and, in the absence of any such determination, shall be three trustees.

(c) Election; Removal: Trustees shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial Officers: The names and address of the initial officers to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

NAME AND ADDRESS

TOMMY RAY WILSON
2409 US Hwy. 98 W
Perry, Florida 32347

President

KATHRYN MAXINE WILSON
2409 US Hwy. 98 W
Perry, Florida 32347

Secretary

MARY THOMAS
2409 US Hwy. 98 W
Perry, Florida 32347

Vice-President

BARBARA LYTTLE
3067 W. McKinley Maddox Road
Perry, Florida 32347

Treasurer

ARTICLE IX

REGISTERED AGENT AND OFFICE

The street address of the registered office of the Corporation in the State of Florida is 2409 US Hwy. 98 W, Perry, Florida 32347, and the name of its initial registered agent at such address shall be TOMMY RAY WILSON. The mailing address of the corporation is 2409 US Hwy. 98 W, Perry, Florida 32347.

ARTICLE X

INCORPORATOR

The name and post office address of the incorporator signing these Article of Incorporation is: TOMMY RAY WILSON, 2409 US Hwy. 98 W, Perry, Florida 32347.

ARTICLE XI

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

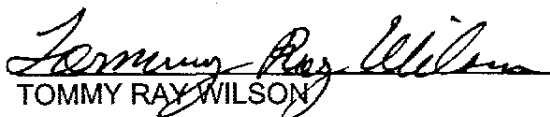
ARTICLE XIII

DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations

described in Section 501(c)(3) of the internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state or local government for exclusively public purposes.

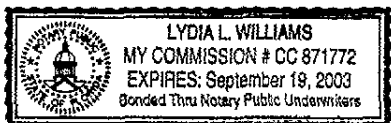
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13th day of June, 2003.


 (SEAL)
TOMMY RAY WILSON

STATE OF FLORIDA,
COUNTY OF TAYLOR,

Before me, personally appeared TOMMY RAY WILSON, the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 13th day of June, 2003.





Notary Public - State of Florida
[] personally known to me
[✓] produced FL Drivers License
as identification.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of TRI-COUNTY FOSTER PARENTS ASSOCIATION, INC. which is contained in the foregoing Articles of Incorporation.

Dated this 13th day of June, 2003.


TOMMY RAY WILSON
Registered Agent

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03 JUN 30 AM 9:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA