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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-1266-5

The Original Father Flanagan's Boys' Home



HELP • HEALING • HOPE

October 23, 2003

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SUBJECT: Girls and Boys Town of North Florida, Inc.

Ladies and Gentlemen:

Enclosed are an original and two (2) copies of the articles of incorporation and a check for \$87.50 that represents the Filing Fee, Certified Copy and Certificate.

Your requested data is as follows:

FROM: Michael McGill
General Counsel
Father Flanagan's Boys' Home
14100 Crawford Street
Boys Town, NE 68010

(402) 498-1013

If you have questions regarding this matter, please telephone me. Thank you for your assistance.

Yours very truly,


Michael McGill
General Counsel

MM:kw

Enclosures

The Original Father Flanagan's Boys' Home

Michael McGill, General Counsel Office: (402) 498-1013 Fax: (402) 498-1024

FATHER FLANAGAN'S BOYS' HOME BOYS TOWN, NEBRASKA 68010

www.girlsandboystown.org

ARTICLES OF INCORPORATION
OF
GIRLS AND BOYS TOWN OF NORTH FLORIDA, INC.,
A Florida Corporation Not For Profit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I.
NAME

The name of this corporation is Girls and Boys Town of North Florida, Inc.

II.
PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is:

3651 Hartsfield Road
Tallahassee, Florida 32303

III.
STATEMENT OF PURPOSE

A. This corporation is a corporation not for profit and is not organized for the private gain of any person. It is organized under Chapter 617, Corporations Not For Profit, of the Florida statutes for charitable purposes.

B. The specific purposes of this corporation are to equip, maintain and conduct one or more homes, facilities or other programs in North Florida for indigent and wayward boys and girls in such homes, facilities or other programs and to equip and prepare them to lead useful lives.

C. Other than as necessary to promote directly the corporate purpose specifically set forth above, this corporation shall not lend money or make donations for the public welfare or for any charitable, scientific or educational purposes.

IV.
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors constituting the Board of Directors shall be fixed by the Bylaws, but shall not be less than three. The Directors shall be elected or appointed in the manner and for the terms provided by the Bylaws. Directors may be divided into such classes as may be provided in the Bylaws and the terms of office of the several classes need not be uniform. The Bylaws may prescribe qualifications for each class of Directors, and the qualifications for the several classes need not

be uniform. The Bylaws may provide that any one or more officers of the corporation shall be ex officio members of the Board of Directors.

V.
SOLE MEMBER

The corporation shall have one (1) Member, and such sole Member shall be Father Flanagan's Boys' Home, a Nebraska nonprofit, public benefit corporation.

VI.
REGISTERED AGENT

The registered agent for the corporation is CT Corporation System, having the following address: 1200 South Pine Island Road, Plantation, Florida 33324.

VII.
LIMITATION OF CORPORATE ACTIVITY

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers or other private persons, provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 distributing of statements), any political campaign on behalf of any candidate for public office.

C. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 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); or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

VIII.
DISSOLUTION AND DISTRIBUTION OF ASSETS

Dissolution of the corporation shall only occur upon the approval of the sole Member, in which event its assets, after provision for discharge of the corporation's obligations, shall be distributed to Father Flanagan's Boy's Home, a Nebraska nonprofit corporation, for its charitable, educational, and scientific purposes, all in accordance with Chapter 617 of the Florida statutes, particularly sections 617.1402 and 617.1406 or the corresponding provisions of future law;

provided, however, that Father Flanagan's Boys' Home is then in existence and exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of future law. In the event Father Flanagan's Boys' Home is not then in existence or is not then exempt from federal income taxation, the Board of Directors shall distribute the net assets of the corporation to one or more organizations, as the Board of Directors shall determine, which are then exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of future law, to be used for the charitable, educational and scientific purposes set out in the Articles of Incorporation of Father Flanagan's Boys' Home as such Articles now exist. The corporation shall dissolve whenever its charter is surrendered to or taken away or revoked by Father Flanagan's Boys' Home.

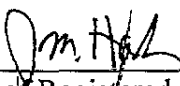
IX.
AMENDMENTS TO THESE ARTICLES

These Articles of Amendment may be amended by the majority vote of the Directors then in office, with the vote of approval by the sole Member, or by the sole Member without action by the Directors.

X.
NAME AND ADDRESS OF INCORPORATOR

The name of the incorporator is Father Val J. Peter, whose address is Rectory, 13937 Dowd Drive, Boys Town, Nebraska 68010.

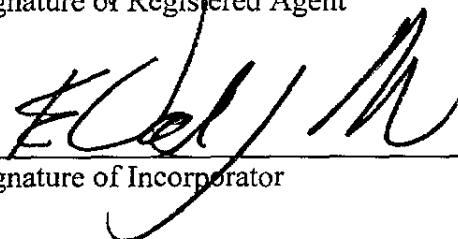
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature of Registered Agent

James M. Halpin
Assistant Secretary

10/20/03
Date



Signature of Incorporator

10/20/03
Date