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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

VQUEST FAMILY SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

VQUEST FAMILY SERVICES, INC.

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe the following Articles of Incorporation:

I.

NAME OF CORPORATION

The name of the Corporation shall be:

VQuest Family Services, Inc.

The principal address and mailing address of the Corporation shall be:

1111 3rd Avenue West, Suite 160
Bradenton, Florida 34205

II.

PURPOSES

The general purposes 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. The primary purpose for which the corporation is organized is to provide assistance to children who have been abandoned or who are at risk of being abandoned by their families, by providing interdiction and education programs to such children and their families in an effort to reduce the number of abandoned children, and to help abandoned children to live in a safe, healthy, and nurturing environment.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, educational and other charitable purposes, including:

- A. To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

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B. To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof. 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. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization 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 (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

III.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of not less than three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

IV.

CORPORATE EXISTENCE

The existence of the Corporation shall be perpetual, unless dissolved according to law.

V.

BYLAWS

The board of directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

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**VI.
REGISTERED OFFICE**

The street address of the initial registered office of the Corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the current registered agent of the Corporation at that address is E. John Wagner, II.

**VII.
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is as follows:

Susan Barrett Hecker
200 S. Orange Avenue
Sarasota, Florida 34236

**VIII.
COMMITTEES**

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

**IX.
DISTRIBUTION UPON DISSOLUTION**


Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**X.
AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of December 2003.



Susan Barrett Hecker
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of VQuest Family Services, Inc., to accept service of process upon said corporation in this state. The undersigned is familiar with, and accepts, the obligations of this position.



E. John Wagner, II
Registered Agent

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