

NO 40000000417

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Families in Need of Direction, Inc. ^{→ of Northeast Florida}

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 12, 2004

FISHER, TOUSEY, LEAS, & BALL

SUBJECT: FAMILIES IN NEED DIRECTION, INC.
REF: WD4000001460

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FAMILIES IN NEED OF DIRECTION OF NORTHEAST FLORIDA, INC.
(A NOT-FOR-PROFIT CORPORATION)**

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation is Families in Need of Direction of Northeast Florida, Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE OR MAILING ADDRESS**

The principal office of the Corporation is located at 1561 Harrington Park Drive, Jacksonville, Florida 32225. The mailing address of the Corporation is 1561 Harrington Park Drive, Jacksonville, Florida 32225.

**ARTICLE III
PURPOSES**

The Corporation is organized and shall be operated exclusively as a corporation not-for-profit and for religious, charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Specifically, and without limiting the generality of the foregoing, the Corporation is organized to assist law enforcement agencies locate missing persons and provide counseling for families of missing persons.

**ARTICLE IV
POWERS**

The Corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, including all those things necessary or expedient to carry out the purposes and responsibilities of the Corporation.

Notwithstanding the generality of the foregoing, the powers of the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall have no power to do any act that may not be done by an organization described in Section 501(c)(3) and Section 170(c)(2) of the Code;

(b) No part of the income, profit or assets of the Corporation shall inure to the benefit of, or be distributable to, directly or indirectly, its directors, officers, or other private persons; provided however, 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 Article III of these Articles of Incorporation; and

(c) 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.

ARTICLE V BOARD OF DIRECTORS

(a) All corporate powers shall be exercised under the authority of, and the affairs of the Corporation shall be managed under the direction of the Board of Directors, except as otherwise provided by law or in these Articles of Incorporation or the Bylaws of the Corporation.

(b) The Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time according to the Bylaws, but shall never be less than three (3).

(c) The Board of Directors shall have the power to elect additional or successor directors at any time and shall have the power to request the resignation of any existing director.

(d) The names, addresses and initial terms of office of the initial members of the Board of Directors who shall serve until their successors are duly elected are as follows:

NAME	ADDRESS
Neil Feinglass	752 Shipwatch Drive East Jacksonville, FL 32225
Julie Scars-Fletcher	129 Twelve Oaks Ponte Vedra Beach, FL 32082
Virginia Cardinale	3433 Heron Drive Jacksonville Beach, FL 32250
Charlene Shirk	1070 East Adams Street Jacksonville, FL 32202

ARTICLE VI OFFICERS

(a) The officers of the Corporation shall be a President, an Executive Director, a Treasurer and a Secretary, and such other officers as may be provided by the Bylaws.

(b) The officers shall be elected by a majority vote of the Members at their annual meeting or at such other times as provided in the Bylaws.

(c) The following persons shall serve as officers of the Corporation until their successors are elected:

NAME	OFFICE
Vickie Hamby	President
Virginia Cardinale	Executive Director
Mary Beth Feinglass	Secretary and Treasurer

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is One Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of the Corporation at that address is Clay B. Tousey, Jr.

ARTICLE VIII INCORPORATOR

The name and address of the subscriber to these Articles of Incorporation is:

NAME	ADDRESS
Vickie Hamby	1561 Harrington Park Drive Jacksonville, Florida 32225

ARTICLE IX DURATION

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

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**ARTICLE X
MEMBERS**

This Corporation shall have no members.

**ARTICLE XI
BYLAWS**

(a) The Board of Directors, by majority vote, may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(b) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of members of the Board of Directors at any regular meeting, or any special meeting for such purpose.

**ARTICLE XII
AMENDMENTS**

Upon proper notice, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the members of the Board of Directors. All power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

**ARTICLE XIII
CORPORATE LIQUIDATION AND DISSOLUTION**

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Corporation, and upon dissolution, the assets of the Corporation, after all debts and liabilities are paid, shall be distributed:

(a) to one or more organizations, described under Section 501(c)(3) of the Code that have purposes similar to the religious, charitable and educational purposes of the Corporation;

(b) to the federal government or a state or local government, for public purposes similar to the religious, charitable and educational purposes of the Corporation consistent with Section 501(c)(3) of the Code and in accordance with the laws of the State of Florida; or

(c) upon order of a court of competent jurisdiction, to another organization to be used in such manner as in the judgment of the court will best accomplish the religious, charitable and educational purposes of this Corporation.

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**ARTICLE XIV
LIMITATIONS ON CORPORATE POWER**

Should the corporation at any time be considered a "Private Foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws;

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws;

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax law;

(d) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws; and

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

**ARTICLE XV
INDEMNIFICATION**

The Corporation shall indemnify officers, directors, employees and agents to the full extent permitted by the Florida Not-For-Profit Corporation Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article III of these Articles of Incorporation or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the Code.

IN WITNESS WHEREOF, I, the undersigned subscriber, have made, signed and hereby acknowledge these Articles of Incorporation this 5 day of January, 2004, for the purpose of incorporating as a corporation not-for-profit under the laws of the State of Florida.


Vickie Hamby, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

That Families in Need of Direction of Northeast Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Clay B. Tousey, Jr., located at One Independent Drive, Suite 2600, at the City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT BY DESIGNATED AGENT:

Having been named to accept service of process for the Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of the Act relative to keeping open said office.

Date: January 12, 2004


Clay B. Tousey, Jr., Registered Agent