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04 FEB -2 AM 8:05  
STATE  
TALLAHASSEE, FLORIDA

js

January 6, 2004

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Celebration Counseling Center, Inc.

Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed please found a check in the amount of \$ 78<sup>75</sup> representing the required filing fee. I would appreciate receiving a certified copy of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Dan W. Darrow

Enclosures

FILED  
04 FEB -2 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**FOR**  
**CELEBRATION COUNSELING CENTER, INC.**

**FILED**  
04 FEB -2 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation is Celebration Counseling Center, Inc.

**ARTICLE II**

This Corporation shall commence upon the execution of these Articles and shall exist perpetually.

**ARTICLE III**

The purpose of this Corporation is to operate exclusively for charitable, religious and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ARTICLE IV**

The initial street and mailing address for the principal place of business of the Corporation is 800 Celebration Avenue, Celebration, Florida 34747.

## **ARTICLE V**

The name and address of the initial registered agent is: Donald J. Masten, Rissman, Weisberg, Barrett, Hurt, Donahue & McLain, PA, 201 East Pine Street, 15<sup>th</sup> Floor, Orlando, Florida 32801.

## **ARTICLE VI**

The initial Board of Directors of the Corporation shall consist of three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the members, but shall never be less than three (3). The manner of electing Directors shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the members, or until successors have been elected and qualified, are as follows:

Dan W. Darrow, President	800 Celebration Ave, Celebration, FL 34747
Dean Jones, Vice President	800 Celebration Ave, Celebration, FL 34747
Loriann Morrey, Secretary	800 Celebration Ave, Celebration, FL 34747
Michele Swanson, Treasurer	800 Celebration Ave, Celebration, FL 34747
Lexie McKently	800 Celebration Ave, Celebration, FL 34747
Richard Vantrease	800 Celebration Ave, Celebration, FL 34747

## **ARTICLE VII**

The officers of the Corporation shall be a president, vice president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers are reflected in Article VI above, or until successors have been elected and qualified.

#### **ARTICLE VIII**

The name and address of the initial incorporator shall be Dan W. Darrow.

#### **ARTICLE IX**

Terms of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

#### **ARTICLE X**

No substantial part of the activities of this Corporation shall be for 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 provision of these articles, 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 (or the corresponding provision of any future federal internal revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provision of any future federal internal revenue law).

#### **ARTICLE XI**

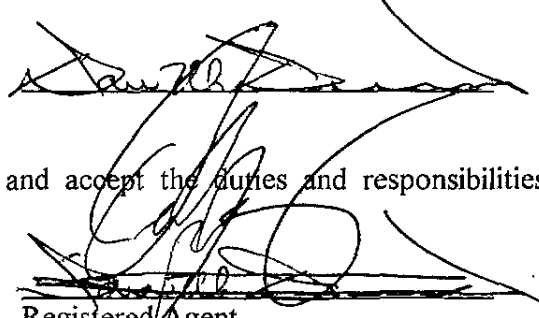
No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. Notwithstanding the above, no compensation shall be paid for any services rendered as a Director of the Corporation.

## ARTICLE XII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article III hereof to an organization, or organizations, organized and operated exclusively for charitable, educational, religious or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future federal revenue law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Celebration, Orange County, Florida, this <sup>8<sup>th</sup></sup> day January, 2004.

I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



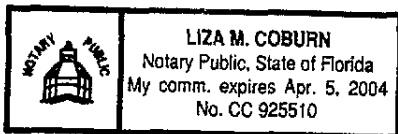
Registered Agent

Donald J. Masten Esquire  
Rissman, Weisberg, Barrett, Hult  
Donahue And McLain P.A.  
201 East Pine Street 15th Floor  
Orlando FL 32802-4940

STATE OF FLORIDA }  
COUNTY OF ORANGE }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared Dan Darrow to me known to be the person described in the foregoing Articles of Incorporation or who produced FLDLD600-179-31-4500 as identification and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 28<sup>th</sup> day of January, 2004.



*Official Seal*

*Liza M. Coburn*  
Notary Public

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04 FEB -2 AM 8:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA