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TRANSMITAL LETTER

March 1, 2004

**Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL. 32314**

Subject: Center for Family Counseling & Development, Inc.

Enclosed is an original and one (1) copy of the organizations Articles of Incorporation and a check for \$ 87.50 for filling fee, certified copy and certificate.

**From: Center for Family Counseling & Development, Inc.
7810 Kingspointe Parkway
Orlando, FL. 32819**

ARTICLES OF INCORPORATION

OF

CENTER FOR FAMILY COUNSELING & DEVELOPMENT, INC.

FILED
04 MAR 24 PM 3:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPANISH TRANSLATION: CENTRO DE CONSEJERIA Y DESARROLLO FAMILIAR, Inc.

In compliance with the requirements of F.S. Chapter 617, The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a not for profit, corporation under the laws of the State of Florida.

ARTICLE I

The name of said corporation shall be CENTER FOR FAMILY COUNSELING & DEVELOPMENT, Inc., and its duration is perpetual. Upon disaffiliation with Center for Family Counseling & Development, Inc., the right shall be affected.

ARTICLE II

The place in Florida where the registered office of the corporation is to be located is at 7810 Kingspointe Parkway, Orlando, FL. 32819. The registered agent is Roberto Candelario, President.

ARTICLE III

This organization is organized and operated exclusively for exempt purposes within the meaning of section 501 C (3) of the Internal Revenue Code of 1954, as amended including the following purposes:

- (a) Non-Profit, Charitable, Educational & Scientific.
- (b) To hold itself out for the purpose of counseling, educating, supporting, nurturing, mentoring and assisting families in need through efforts of other agencies, local/state government agencies, churches and ministries.
- (c) Through this organization, the said corporation will assist families in need within the tri county area (Seminole, Osceola & Orange).
- (d) To promote through this organization, encouragement and cooperation with other organizations within the local communities.
- (e) To teach through seminars, radio and other forms of mass media: for the purpose of assisting families in need within the local communities.
- (f) To acquire and hold such property, either real or personal, for the purpose of establishing this organization.

ARTICLE IV

The initial Board of Directors shall consist of seven (7). The method of election of directors shall be stated in the bylaws. The number of directors may either be increased or decreased from time to time as provided by the bylaws that at no time shall the number of directors ever be less than three (3). The following persons will serve on the initial board of directors, as follows.

- | | | |
|----|--|---|
| 1. | Roberto Candelario
President of Corporation | 2150 Sunset Terrace Drive
Orlando, FL. 32825 |
| 2. | Ramona A. Candelario
Vice-President | 2150 Sunset Terrace Drive
Orlando, FL. 32825 |
| 3. | Carlos A. Thillet
Treasurer | 4037 Yeats Street
Orlando, FL. 32822 |

The term trustees and director shall be used synonymously for the purpose of the bylaws for this corporation.

ARTICLE V

- a. The private property of the trustees and members of the corporation shall be non-assessable and not be subject to payment of any corporate debts, nor shall the trustees or members of the corporation become individually or corporately liable or responsible for any debt or liabilities of the corporation.
- b. No part of the earnings of the corporation shall inure to the benefit of or be distributable to, its members, trustees, officers or 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 the furtherance of the purposes set forth in Article Three thereof. The corporation shall not be part of, carrying on of propaganda, and attempt to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distributions of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by:
 - (1) A corporation exempt from Federal Income Tax under section 501 C (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
 - (2) By corporation, Contributions to which are deductible under section 170 (e) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

- c. The Board of Trustees may cause the corporation to solicit, collect, receive, accumulate, administer and disburse funds in such a manner as will, in the sole discretion of the Board of Trustees, to effectively operate further purposes of the corporation.
- d. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes or shall at the time qualify as an exempt organization(s) and a "public charity" under section 501 C (3) and 509 (a) (1) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), or to an organization contributions to which are deductible under section 170 (c) (2) of such code and regulations as they now exist or as they hereafter be amended, as the Board of Trustees shall determine. Such assets not so disposed of shall be disposed of by the highest trial court of the county in which the principal office of the corporation is located, exclusively for the purposes or to an organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

This non-profit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VII

There shall be a Board of Trustees who shall consist of members of the organization who are at least twenty-one years of age or older, and shall be elected at the annual meeting. The Board of Trustees shall consist of a President who is presently Mr. Roberto Candelario. There will be no more than 7 and no less than 3 other Officers/Trustees at any time. Each Trustee shall serve until such time that the President and Vice President concur on any termination of their services. There shall be no limitation on terms of any of the Board of Trustees.

ARTICLE VIII

There shall be an annual business meeting on the fourth Monday of January in each and every year, subject to satisfaction of meeting date and the agenda as determined by the Presidents and Board of Trustees at least thirty days prior to the meeting. Only official members of the Organization who are at least eighteen years of age or older and in good standing shall be entitled to vote at the annual business or organizational meetings. The President and Vice-president shall have sole power to appoint additional Ministers, Trustees and members into the organization and to remove names from the membership roll. The Board of Trustees shall assist in this process.

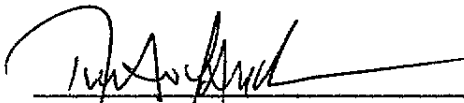
ARTICLE IX

The President, Vice-president and Board of Trustees shall be empowered to call special meetings of the corporation whenever it is advisable according to their discretion and at least thirty days notice of such meeting and of their purpose shall be announced to all members of the corporation, and published in the organization newsletter. The President shall call a special organizational meeting upon written request of one-third of the members having power to vote, with notice such meeting announced to members of the Organization and a notice shall be sent via US Mail or any other means of communication. This meeting shall be convened within thirty days after request is made to the President.

ARTICLE X

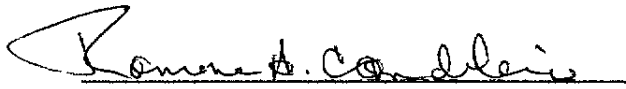
These Articles of Incorporation may be amended as necessary from time to time pursuant to the provisions of the laws of the State of Florida.

In WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 7 day of March, 2004.



Roberto Candelario, President.

2150 Sunset Terrace Drive
Orlando, FL. 32825



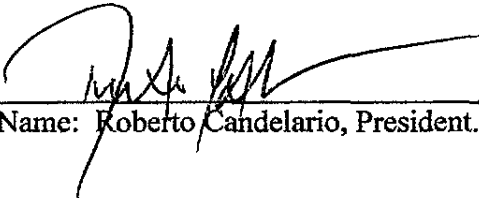
Ramona A. Candelario, Vice President.



Carlos A. Thillet, Treasurer.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CENTER FOR FAMILY COUNSELING & DEVELOPMENT, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501 (3)


Name: Roberto Candelario, President.

Dated: 3-1-04

2150 Sunset Terrace Drive
Orlando, FL. 32825

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04 MAR 24 PM 3:51
CLERK OF STATE
TALLAHASSEE, FLORIDA