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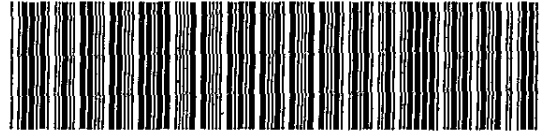
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*Give ↑ Filed Dated*

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04 MAY 25 PM 12:45  
TALLAHASSEE, FLORIDA

*05.01.04  
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**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**SUBJECT: COMMUNITY REHABILITATION CENTER FOUNDATION, INC.**

Enclosed is an original and one (1) copy of the *Articles of Incorporations*, and a check in the amount of \$87.50, for the Filing Fee, Certified Copy & Certificate of Status.

FROM:           Reginald Gaffney  
                  623 Beechwood Street  
                  Jacksonville, Florida 32206  
                  (904) 358-1211

:



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 26, 2004

REGINALD GAFFNEY  
623 BEECHWOOD STREET  
JACKSONVILLE, FL 32206

SUBJECT: COMMUNITY REHABILITATION CENTER FOUNDATION, INC.  
A/K/A CRC FOUNDATION  
Ref. Number: W04000020487

We have received your document for COMMUNITY REHABILITATION CENTER FOUNDATION, INC. ~~A/K/A CRC FOUNDATION~~ and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Document Specialist  
New Filings Section

Letter Number: 104A00036855

**ARTICLES OF INCORPORATION**  
**OF**  
**COMMUNITY REHABILITATION CENTER FOUNDATION, INC.**

The undersigned citizens of the United States, desiring to form a Not-for-profit Corporation, pursuant to Chapter 617 Florida Statutes, do hereby certify the following:

**ARTICLE I**  
Name

The name of the Corporation shall be:

**COMMUNITY REHABILITATION CENTER FOUNDATION, INC.**

**ARTICLE II**  
Location

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

623 Beechwood Street  
Jacksonville, FL 32206

**ARTICLE III**  
Purposes

The corporation (hereinafter also referred to as "the Foundation") is organized and shall be operated exclusively for the following purposes:

1. To promote and support the goals, purposes and objectives of the Community Rehabilitation Center, Inc., a Not-for-Profit, tax-exempt corporation, founded in 1993, which provides mental health, substance abuse, HIV/AIDS, vocational, employment related community-based rehabilitation programs, services, and facilities to disabled Consumers in Florida's Duval, Clay, Nassau and Baker counties.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

2. To raise funds, request and receive grants, gifts, contributions, donations, dues and bequests of money, real and personal property; or acquire, receive, hold, invest and administer securities, funds, objects of value, or other property, real or personal; and to make expenditures and distributions to or for the exclusive benefit of the Community Rehabilitation Center, Inc.
3. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objectives and purposes of the Foundation may require, subject to such limitations as may be prescribed by law.
4. To apply for, register, obtain, purchase, lease, license or otherwise acquire, hold, own, use, operate, develop and to introduce, sell, assign mortgage, pledge or otherwise dispose of in any manner with reference to copyrights, patents, designs and similar rights granted by or recognized under the laws of the United States or any state or subdivision thereof, and all rights connected therewith.
5. To borrow money, to make, accept, endorse, execute and issue promissory notes and other obligations of the Foundation, and to secure payment of any such obligation by mortgage, pledge, deed, indenture, agreement or other instrument of trust.
6. To encourage, support, sponsor, publish and distribute educational materials, conduct educational forums, lectures and seminars for the purpose of furthering the goals and objectives of the Community Rehabilitation Center, Inc.
7. To solicit private philanthropic funds to be expended as directed by the donor, except where such directions would impair the classification of the Foundation as a tax-exempt, nonprofit organization under the laws of the United States or the State of Florida.
8. To solicit public funds from the State of Florida. All public funds received from the State of Florida shall be segregated. Such funds shall be managed and expended subject to the purview of the State of Florida Auditor General, as well as the applicable laws of the State of Florida and the rules and regulations of the donor state agency.
9. To solicit public funds from the United States of America. All public funds received from the Federal Government shall be segregated. Such funds shall be managed and expended subject to the purview of the United States Auditor General, as well as the applicable laws of the United States and the rules and regulations of the supervising Federal Agency.
10. To comply with all rules and regulations authorized by Section 501 (c) 3 of the Internal Revenue Code of 1986 or corresponding provisions of any future United States Internal Revenue Code. Notwithstanding any other provisions of these *Articles*, the Foundation shall not carry on any activities not permitted by an organization exempt from federal income tax under Section 501 (c) 3.

## ARTICLE IV

### Directors

The corporation shall have a President, a Vice President, and a Secretary-Treasurer. There shall be such additional vice presidents and assistant officers as the Board of Directors shall, in its discretion, determine. The offices of President and Secretary-Treasurer may not be filled by the same individual; otherwise, individuals may hold dual offices. The President, Vice President and Secretary-Treasurer, as the Executive Committee, shall manage the affairs of the corporation. The duties, qualifications, manner and time of elections, and terms of office for all officers of the corporation shall be prescribed by By-Laws of the Foundation. Corporate members shall be the officers and board of directors of the Foundation. The terms "Directors" or "Trustees" shall be synonymous.

The corporate powers of the Foundation shall be vested in a Board of Directors, shall not be less than three (3) and not more than twenty-one (21) members, as shall be provided in the By-Laws. Where not inconsistent with the expressed provisions of these *Articles*, the Board of Directors shall have the rights, powers and privileges prescribed by the law for directors of not-for-profit corporations.

Within the standards and limitations prescribed herein, the qualifications and terms of office, manner of selection of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of Directors which shall constitute a quorum at the meetings of the Board of Directors shall be prescribed by the By-Laws of the corporation.

The Board of Directors, by majority vote at any properly constituted meeting shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the Bylaws of the corporation. The Board of Directors, by majority vote of those present at any properly constituted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

The Board of Directors may appoint an individual to serve as Executive Vice President or Executive Director of the Foundation, and shall prescribe the manner of appointment, the term of office, duties and compensation of said appointee. The Executive Vice President or Executive Director may be removed only by concurrence of a majority of the members of the Board of Directors.

## ARTICLE V

### Officers

Each of the following named individuals shall serve in the corporation offices set opposite their names below, until the first annual meeting of the Board of Directors:

NAME

OFFICE

Dr. Leon Seymore  
623 Beechwood Street  
Jacksonville, Florida 32206

President

Mr. Stanley Twiggs  
623 Beechwood Street  
Jacksonville, Florida 32206

Vice President

Mr. Reginald Gaffney  
623 Beechwood Street  
Jacksonville, Florida 32206

Secretary-Treasurer

ARTICLE VI  
Registered Agent

The name and Florida street address of the initial Registered Agent of this corporation is:

Reginald L. Gaffney  
1845 Daytona Lane  
Jacksonville, Florida 32218

ARTICLE VII  
Incorporator

The name and address of the Incorporator is:

Stephen A. Kingson  
3024 Merlin Drive North  
Jacksonville, Florida 32257

The rights and interests of the Incorporator shall automatically terminate when these *Articles* are filed with the Secretary of State.

ARTICLE VIII  
Term of Existence

This corporation shall exist perpetually.

**ARTICLE IX**  
Indemnification

The corporation shall indemnify and save harmless any and all persons who shall serve, or who shall have served at any time as Directors, members of the Executive Committee or officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been directors, member of the Executive Committee, or officers, except in relation to matters as to which any such trustee, members of the Executive Committee or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any By-Laws, agreements or otherwise.

**ARTICLE X**  
By-Laws

By-Laws of the corporation shall be approved, altered, rescinded, or amended by concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present, and ratified by two-thirds of the membership at its next regular meeting, and provided, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

**ARTICLE XI**  
Amendments

These *Articles of Incorporation* may be amended by a concurrence of two-thirds of those present at any regular or special meeting of the Board of Directors, provided a quorum is present and ratified by the membership at its next regular meeting, and provided, also, in the case of a special meeting, that said meeting shall have been called for the purpose of such amendment.

**ARTICLE XII**  
Dissolution

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations that shall be then qualified for



exemption under Section 501 (c) 3 of the Internal Revenue Code, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or director of the corporation.

**ARTICLE XIII**  
**Non-Stock Basis**

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-for-Profit Corporation Act and shall not have the power to issue shares of any type or class.

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

  
Signature/Registered Agent

5/12/04  
Date

  
Signature/Incorporator

05/12/04  
Date

STATE OF FLORIDA)  
COUNTY OF DUVAL)

The foregoing instruments were acknowledged before me this 12 day of May, 2004, by  
REGINALD L. GAFFNEY and STEPHEN A. KINGSON, personally known X or who have  
produced identification X. Type of identification produced: K525-781-42-420-0 FL Driver License  
Expires 11/20/07

  
NOTARY PUBLIC

Gloria Johnson  
Typed/Printed Name of Notary  
Commission No DD125396  
My commission expires 7/14/06

Gloria Johnson  
MY COMMISSION # DD125397  
EXPIRES  
July 14, 2006  
BONDED THRU TROY FAIN INSURANCE, INC



Gloria Johnson  
MY COMMISSION # DD125397 EXPIRES  
July 14, 2006  
BONDED THRU TROY FAIN INSURANCE, INC