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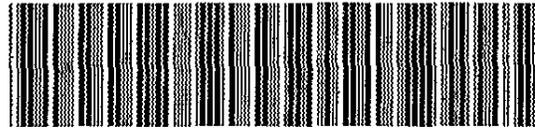
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 JUN -7 PM 2:44



June 4, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation for Advocates for Children's Innocence, Inc.

To Whom It May Concern:

Please find enclosed herewith an executed original and one (1) copy of the Articles of Incorporation for the above referenced entity along with a check in the amount of Eighty Seven Dollars and Fifty Cents (\$87.50) for payment of: (1) the filing fee for the Articles of Incorporation; (2) designation of registered agent; (3) one certified copy of the Articles of Incorporation; and (4) a certificate of status.

Please return the certified copy of the Articles of Incorporation and the certificate of status to the address below.

Should you have any questions or concerns, please contact the undersigned immediately.

Most Sincerely,

BEN J. HAYES, P.A.

Ben J. Hayes

BJH:ddc
Enclosures

cc: Chris McCafferty

BEN J. HAYES, P.A.

9410 International Court N. • St. Petersburg, FL 33716
Telephone (727) 576-6300 • Fax (727) 576-6307
office@hayespa.com

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation of
ADVOCATES FOR CHILDREN'S INNOCENCE, INC.**

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A Florida Nonprofit Corporation

The undersigned, desiring to form a corporation not-for-profit under Chapter 617, *Florida Statutes*, hereby certifies:

**ARTICLE I
Name and Duration**

The name of the corporation is ADVOCATES FOR CHILDREN'S INNOCENCE, INC. (the "Corporation"). The duration of the Corporation shall be perpetual.

**ARTICLE II
Principal Office & Mailing Address**

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

9410 International Court North
St. Petersburg, FL 33716

**ARTICLE III
Purposes & Limitations**

The Corporation is organized, and shall be operated, exclusively:

- A. For charitable, religious, educational, and scientific 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 the corresponding section of any future federal tax code;
- B. For the assistance and support of individuals who, as a minor, either face or experienced abusive situations and circumstances, including, for such purposes, the making of distributions to or on behalf of such individuals who qualify for the payment of medical, psychological, legal, educational, or economic assistance and support;
- C. For the foregoing purposes only and to neither conduct nor carry on, notwithstanding any other provision of these Articles of Incorporation to the contrary, any activity prohibited or not permitted to be conducted or carried on by:

1. a nonprofit corporation organized under Chapter 617, *Florida Statutes*, and others laws pertaining to nonprofit corporations under the laws of the State of Florida, or
2. an organization exempt from federal income tax under Section 501(C)(3) of the *Internal Revenue Code*, or
3. a corporation, contributions to which are deductible under Section 170(c)(2) of the *Internal Revenue Code*, or

the corresponding chapter or section of the *Florida Statutes* or *Internal Revenue Code*, or the regulations issued thereunder, as the same now exist or as amended or adopted in the future.

- D. For the exercise of all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of, but consistent with, the foregoing, to acquire by bequest, gift, purchase, lease or otherwise any asset or property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such asset or property, and the income, principal and proceeds resulting from such asset or property, for any of the purposes set forth in these Articles of Incorporation.
- E. For the exercise of all other lawful things that are (i) consistent with and incidental to the purposes of the Corporation as stated in this Article III of the Corporation's Articles of Incorporation and (ii) necessary or desirable to accomplish such purposes.

ARTICLE IV **Members & Directors**

- A. Members. The classes, rights, privileges, and qualifications of the members of this Corporation are as follows. There shall be two classes of members of the Corporation: (i) Founding Members and (ii) Sponsoring Members.
 1. Founding Members. The initial Founding Member is:

Christopher M. McCafferty
P.O. Box 48541
St. Petersburg, FL 33743-8541

Membership of a Founding Member may be terminated by either resignation or death, but not by vote. New Founding Members

may be admitted upon the unanimous affirmative vote of the existing Founding Member(s) or, if none, by unanimous affirmative vote of the Board of Directors. The Founding Member(s) shall have the exclusive right (1) to amend and restate the Articles of Incorporation, (2) to elect and remove directors serving on the Board of Directors, (3) to change the number of directors serving on the Board of Directors, (4) to disapprove any action taken by the Board of Directors (which must be exercised in writing within ten (10) business days of receiving written notice of the Board action to be effective), and (5) to initiate proceedings for the dissolution of the Corporation. All action taken by the Founding Members shall be by unanimous affirmative vote or, in lieu thereof, by unanimous written consent.

2. Sponsoring Members. There are no initial Sponsoring Members. A Sponsoring Member shall not have the right to vote. Qualifications for admission, the manner of termination of membership, and other rights and benefits (if any) of Sponsoring Members shall be determined by the Board of Directors.

B. Directors. The number of directors of the Corporation shall not be less than three (3). The names, titles and addresses of the initial directors are as follows:

Christopher M. McCafferty, Chairperson
P.O. Box 48541
St. Petersburg, Florida 33743-8541

Martha Jean C. Lorenzo
3612 West Cleveland Street
Tampa, Florida 3609-2811

William J. McCafferty
5925 15th Way North
St. Petersburg, Florida 33703

Michael D. Eastridge, Ph.D.
275 – 96th Avenue North
Suite 3
St. Petersburg, Florida 33702

Within five (5) business days of any action taken, the Board of Directors shall provide written notice of such action to the Founding Members.

ARTICLE V
Registered Office & Agent

The name of the Corporation's initial registered agent is BEN J. HAYES, P.A., and the street address of the Corporation's initial registered office is:

BEN J. HAYES, P.A.
Attn: Ben J. Hayes, Esq.
9410 International Court North
St. Petersburg, Florida 33716

ARTICLE VI
Indemnification

Except to the extent expressly prohibited by Florida Not-For-Profit Corporate Law (including without limitation under Section 617.0831, *Florida Statutes*), the Corporation shall indemnify any person, including without limitation the incorporator, members, directors, officers, employees, agents, attorneys, insurers and other persons associated with the Corporation, made or threatened to be made a party to or called as a witness in or asked to provide information in connection with any pending or threatened action, proceeding, hearing or investigation, or any appeal relating thereto, whether civil or criminal, domestic or foreign, or of any other nature whatsoever. No indemnification shall be made if a judgment or other final adjudication adverse to such person establishes that his or here acts or omissions were committed in bad faith or were the result of active and deliberate dishonest and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. The Corporation shall advance and promptly reimburse, upon request of any person entitled to indemnification hereunder, all costs and expenses actually and reasonably incurred by such person relating thereto (including without limitation attorneys' fees, travel costs, and lodging costs) in advance of the final disposition thereof.

ARTICLE VII
Limitations on Distributions

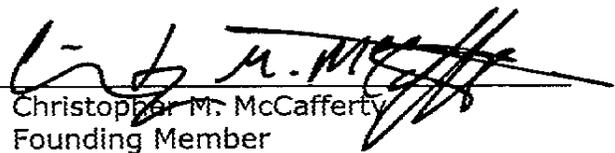
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not, except to an

insubstantial degree, engage in any activity or exercise any power that is not in furtherance of the purposes of this Corporation.

ARTICLE VIII
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 the 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 so disposed of shall be disposed of by a court of competent jurisdiction 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.

IN WITNESS WHEREOF, the undersigned, Christopher M. McCafferty, has subscribed his signature below, as Founding Member of the Corporation, for the purposes and subject to the provisions herein expressed.

By: 
Christopher M. McCafferty
Founding Member

Date: June 4, 2004

OATH AND ACKNOWLEDGMENT

On this 4th day of June, 2004, CHRISTOPHER M. McCAFFERTY did personally appear before me, the undersigned authority, duly authorized to administer oaths and take acknowledgments, and CHRISTOPHER M. McCAFFERTY, to me well known and known to me to be the person described in and who did, in my presence under oath, executed the foregoing *Articles of Incorporation* of ADVOCATES FOR CHILDREN INNOCENCE, INC. as the corporation's sole Founding Member, and did acknowledge before me under oath that the execution of said instrument by him was done freely and voluntarily, and duly authorized under Florida law for the purposes and provisions therein expressed.


Notary Public

My Commission Expires:



Deborah D. Carlisle
My Commission DD267804
Expires March 12, 2006

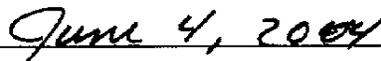
**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

Pursuant to Florida Statute Section 48.091, ADVOCATES FOR CHILDREN'S INNOCENCE, INC., desiring to organize under the laws of the State of Florida, hereby designates Ben J. Hayes, as its registered agent to accept service of process within the State of Florida, at 9410 International Court North, St. Petersburg, Florida 33716.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Florida Statute Section 48.091(2) relative to maintaining an office for the service of process.


BEN J. HAYES


Date

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