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FLORIDA NON-PROFIT CORPORATION

THE CHILDREN'S COMMUNITY PROGRAMS OF FLORIDA, INC.

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**ARTICLES OF INCORPORATION
OF
THE CHILDREN'S COMMUNITY
PROGRAMS OF FLORIDA, INC.**

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TALLAHASSEE, FLORIDA

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

**ARTICLE I
NAME AND LOCATION**

The name of the corporation shall be THE CHILDREN'S COMMUNITY PROGRAMS OF FLORIDA, INC. For convenience, the corporation is hereinafter referred to as the "Corporation." The principal address for the Corporation shall be at One Long Wharf, New Haven, CT 06511.

**ARTICLE II
PURPOSES AND POWERS**

The objects and purposes of the Corporation are as follows:

A. The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation, the nature of the activities to be conducted or the purposes to be promoted or carried out by the Corporation shall be exclusively charitable, educational, and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or of any corresponding provision of any future United States Internal Revenue law (the "Code") and the Corporation is to be formed exclusively for the purpose of:

1. educating children with special needs by developing, owning, and operating community-based schools and by providing educational opportunities and support for those children;
2. Developing and providing community-based services for children and their families, including therapeutic foster care and services for committed delinquent children;
3. engaging in or supporting community-based activities and endeavors that will enhance the wellbeing and education of children in the community and that nurture healthy families.

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B. The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit.

C. The Corporation shall have all of the powers reasonably necessary to implement its purposes, including but not limited to, the following:

1. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the By-Laws of the Corporation;

2. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes;

D. The Corporation is not authorized for profit, nor shall it have the power to issue certificates of stock or pay dividends, and no part of the net earnings of the Corporation shall be distributed, upon dissolution or otherwise, to any individual. The Corporation may pay compensation in reasonable amounts to its Members or Officers, for services rendered, including pensions. No compensation shall be paid to Directors for their services as Directors; however, compensation may be paid to a Director in his or her capacity as an Officer or employee or for services rendered to the Corporation outside of his or her duties as a Director. In such case, however, said Director shall not be permitted to vote on said compensation. The Board of Directors shall have the right to set and pay all salaries or compensation to be paid to Officers, employees, agents or attorneys for services rendered to the Corporation.

E. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, 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 II 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 this Certificate of Incorporation, the Corporation shall not take any action or carry on any activity not permitted to be taken or carried on (a) by a corporation qualified for exemption from federal taxation under Section 501(c)(3) or the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III

MEMBERS AND VOTING RIGHTS

A. The qualification for Members and the manner of their admission shall be regulated by the By-Laws for this Corporation.

B. The By-laws of the Corporation shall provide for annual or more frequent meetings of Members, and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting of Members, in person or by proxy, entitled to cast fifty (50%) percent of the votes shall constitute a quorum for the transaction of business.

ARTICLE IV **CORPORATE EXISTENCE**

The Corporation shall have perpetual existence.

ARTICLE V **DIRECTORS**

A. Directors: The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) nor more than twenty (20) persons. However, the initial Board of Directors shall consist of three (3) persons until such time as additional Directors are appointed as set forth herein.

B. Election and Appointment of Directors: The Director(s) of the Corporation, in accordance with any applicable provisions of the By-laws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Director's election, for the removal from office of any Director, for filling vacancies, and for the duties of the Director(s). If the office of any Director shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Corporation are as follows:

The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Patricia Andriole
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

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Bill Christmas
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Patricia Downing
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Dorothy Gill
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Colleen McDonald
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Barbara Loucks
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Sharon Martin
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Carole Porto
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Mary Ann Palmarozza
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Jacqueline Mack
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Robert Nurin
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Bill Sennett
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Harvey Glazer
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

Carol B. Amendola
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

John Griffin
c/o The Children's Center Community
Programs, Inc.
One Long Wharf
New Haven, CT 06511

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ARTICLE VI OFFICERS

A. Officers: The Corporation shall have a President, Vice-President, Secretary, Treasurer, and such other Officers and assistant Officers and agents as the Board of Directors may from time to time deem desirable consistent with the By-Laws of the Corporation.

B. Election and Appointment of Officers: The Officers of the Corporation, in accordance with any applicable provisions of the By-Laws, shall serve for two (2) years or until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the Officer's election, for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the By-Laws. The same person may hold two or more offices.

ARTICLE VII BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation, which may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

ARTICLE VIII AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of all the votes of the entire Membership; provided, however, that: (a) no amendment shall make any change in the qualifications for Membership or the voting rights of the Members without the written approval or affirmative vote of all Members of the Corporation; and (b) that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in the purposes and powers set forth in Article II.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

To the extent permitted under Florida Law, every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been

a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or Officer may be entitled under statute or common law.

ARTICLE X

TRANSACTIONS IN WHICH OFFICERS ARE INTERESTED

No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Directors or Officer, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of the Corporation is:

GREGORY R. COHEN
712 U.S. Highway One, Ste 400
North Palm Beach, FL 33408

ARTICLE XII

INITIAL PLACE OF BUSINESS, REGISTERED AGENT AND ADDRESS

The initial principal place of business and mailing address of the Corporation shall be One Long Wharf, New Haven, CT 06511, or such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered agent shall be GREGORY R. COHEN and the initial

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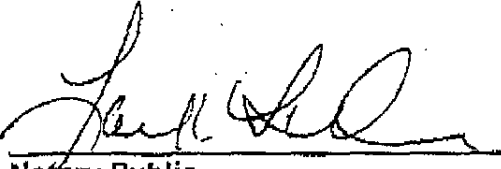
address of the registered agent shall be 712 U.S. Highway One, Suite 400, North Palm Beach, FL 33408.

18th IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this day of June, 2004.


GREGORY R. COHEN, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 18th day of June, 2004.


Notary Public
Print Name LARISSA K. LINCOLN
My Commission Expires _____



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

ACKNOWLEDGMENT:

Having been named to accept service of process for THE CHILDREN'S CENTER COMMUNITY PROGRAMS OF FLORIDA, INC., at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Section §617.0501 Florida Statutes.

Dated: June 18th 2004.


GREGORY B. COHEN,
Registered Agent

NONProfit:TheChildren'sCtrLYNCH-inc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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