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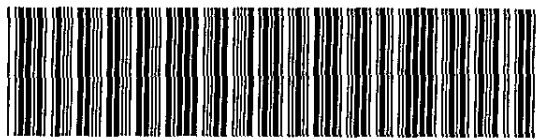
(Business Entity Name)

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04 DEC 17 PM 4:02
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

Date: December 10, 2004

Department of State
Division of Corporation
P.O.Box 6327
Tallahassee, FL 32314

SUBJECT: WALDEN ASSOCIATES, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00	\$78.75	\$78.75	\$87.50
<u> </u>	<u> X </u>	<u> </u>	<u> </u>
Filing fee	Filing Fee & Certificate of status	Filing Fee & Certified copy	Filing fee Certified Copy & Certified of Status

FROM: UCR ASSOCIATES, INC.

Name

6500 FOREST CITY RD

Address

ORLANDO , FL 32810

City, State & Zip

(407) 523-0020

Daytime Telephone number

**ARTICLES OF INCORPORATION
OF
WALDEN ASSOCIATES, INC.**
Not-for Profit

FILED
04 DEC 17 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned to these Articles of Incorporation, a natural person desiring to form a not-for-profit corporation under the laws of the State of Florida, do hereby adopt the Articles of Incorporation.

ARTICLE I. NAME

The name of this corporation shall be WALDEN ASSOCIATES, INC.

ARTICLE II. PRINCIPAL

The initial street address of the principal office of the corporation in the State of Florida shall be: 7059 Drury Lane, Orlando, Florida 32818. The Board of Directors may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

ARTICLE III. PURPOSE

The purpose of this corporation shall be to organized and operated exclusively for social and education purposes and in furtherance of such goals is authorized to do any or all activities which it is empowered to do under Chapter 617 and 607, Florida Statutes as appropriate; provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501© (3) of the Internal Revenue Code or 1986 as amended from time to time or any equivalent section of the Internal Revenue Code in effect at any time. Briefly outlined, the corporation shall carry among other activities the following operations:

- (1) Improve and maintain the mental health status of individuals recognized as "mentally challenged."
- (2) Provide behavior analytical services, counseling and psychiatric services.

ARTICLE IV. INITIAL DIRECTORS

This corporation shall have a governing Board of Directors consisting of no less than two directors. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the corporation. The initial board of directors, whose members are to serve until successor or additional members of the Board of Directors are elected or appointed pursuant to the Bylaws shall consist of the following:

<u>NAME</u>		<u>ADDRESS</u>
Arthur Channer	President	7003 Minippi Dr., Orlando, FL 32818
Terrance Bryant	Vice President	5025 Water Wheel Ct., Ocoee, FL 34761
Sheryl Lynn King	Director	1295 Las Cruces Dr., Winter Springs, FL 32708
Grissel Lloyd	Director	7637 warden Drive, Orlando, FL 32818
Vanessa Burgos,	Director	554 Iris St., Altamonte Springs, FL 32714
Elange Guerrelus	Director	700 Lexingdale Dr. Orlando, FL 32828

ARTICLE V. REGISTERED AGENT

The name and address of the registered agent for the corporation is.

Terrence Bryant
5025 Water Wheel Ct.
Ocoee, FL. 32818

ARTICLE VI. INCORPORATOR

The name and address of the Incorporator of the corporation is.

Terrence Bryant
5025 Water Wheel Ct.
Ocoee, FL. 32818

ARTICLE VII. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII. ~~IDEMNIFICATION~~

The Corporation hereby indemnifies and ~~agrees~~ ^{Agrees} to hold harmless from claim, liability, loss of judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding, by or on behalf of the Corporation to procure a judgment in its favor), brought to impose liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation partnership, joint venture, trust, or other enterprise which served at the request of the corporation, against judgment, fines amount paid in settlement and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

Any indemnification referenced above shall be made by the Corporation only authorized only as authorized in the specific case upon a determined that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he or she reasonably believed to be in, or not opposed, the best interest of the Corporation, and that with respect to any criminal action or proceeding, that no reasonable grounds for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action suits or proceeding.

Private property of the incorporator, directors, or officers of the Corporation shall not be subject to the payment of any Corporation debts, liabilities or obligations.

ARTICLE IX PROHIBITED ACTIVITES

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 make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 an 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 corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE X. DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as a said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. AMENDMENT

The Board of Directors may amend, alter or rescind these Articles of Incorporation by a majority vote in accordance with procedures established by the Bylaws, as it may deem necessary for the conduct of its business and the carrying out of its purpose.

IN WITNESS WHEREOF, We, the undersigned subscribers, have hereunto set our hand and seal, this _____ day of _____, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Terrence Bryant

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IN WITNESS WHEREOF, We, the undersigned subscribers, have hereunto set our hand and seal, this 8th day of December, 2004, for the purpose of forming this corporation under the laws of the State of Florida, and do hereby make and file in the office of the Secretary of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.


Terrence Bryant

FILED

04 DEC 17 PM 4:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ORANGE

I hereby certify that on this day, before me, a Notary Public, duly authorized in the state and county named above to take acknowledgments, personally appeared Rev. Terrence Bryant, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before that the subscribed to these Articles of Incorporation.

Sworn to and subscribed before me this 8 day of Dec., 2004.



David Gibbons

My Commission DD266558

Expires January 06, 2006

Notary Public, State of Florida

Identification FZ 04
B653-812-70-168-0

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations as registered agent.

[Signature]
Signature-Registered Agent

12/8/04
Date