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2006 JAN 24 AM 8:37

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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

SUBJECT: Parenting Upgrade Center, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark A. Miller

Name (Printed or typed)

1947 Greenwood Drive

Address

Tallahassee, FL 32303

City, State & Zip

850/201-2622

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2006 JAN 24 AM 8:37

FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

January 10, 2006

MARK A. MILLER
1947 GREENWOOD DRIVE
TALLAHASSEE, FL 32303

SUBJECT: THE PARENTING UPGRADE CENTER, INC. (THE CENTER)
Ref. Number: W06000001096

We have received your document for THE PARENTING UPGRADE CENTER, INC. (THE CENTER) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

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) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 506A00001743

**ARTICLES OF INCORPORATION
OF THE
PARENTING UPGRADE CENTER, INC.**

2006 JAN 24 AM 8:37

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation pursuant to Section 617 of the Not for Profit Corporation Laws of the State of Florida, do hereby make, subscribe, and acknowledge these Articles of Incorporation, as follows:

ARTICLE I

NAME

The name of the corporation shall be the Parenting Upgrade Center, Inc.

ARTICLE II

DURATION

The Parenting Upgrade Center, Inc shall commence corporate existence upon the filing of these Articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

PRINCIPAL PLACE

The place in this state where the principal office of the Parenting Upgrade Center, Inc is to be located is the City of Tallahassee, Leon County. The principle place of business and mailing address of the corporation shall be:

1947 Greenwood Drive
Tallahassee, Florida 32303

ARTICLE IV

PURPOSE AND GENERAL POWERS

The Parenting Upgrade Center is organized exclusively 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 of 1986, or the corresponding section of any future tax code, and not for pecuniary profit. The Parenting Upgrade Center, Inc's purposes shall include, but are not limited to, providing training in parenting, marriage &

family relationships, personal & professional skills enhancements, and other self-help and crisis-intervention courses, and training for psychological well-being and growth, for the purpose of reducing violence in the communities the Parenting Upgrade Center, Inc serves. The Parenting Upgrade Center, Inc is created pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and may exercise all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law, except as restricted by Article XI herein.

ARTICLE V

ELECTION OF DIRECTORS

The manner by which directors are elected will be stated in the bylaws.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The names, addresses and titles of the persons who are the initial directors are:

1. **Tim Center, Esq.**, 1218 Camillia Drive, Tallahassee, FL 32301 – *Chair*
2. **Penny Crandall, Esq.**, 1508 Raa Ave., Tallahassee, FL 32303 – *Vice-Chair*
3. **Jana Miller, CPA**, 2036 White Ash Way, Tallahassee, FL 32308 – *Treasurer*
4. **Westa Bryant**, 6529 Pisgah Church Road, Tallahassee, FL 32309 – *Secretary*
5. **Edward Barber**, 3714 Almanac Rd. Tallahassee, FL 32309 – *Board Member*
6. **Carrie Cole**, 4365 David Court, Tallahassee, FL 32309 – *Board Member*

Mark A. Miller, 1947 Greenwood Drive, Tallahassee, FL 32303 – *Executive Director*

The initial board of directors of the Parenting Upgrade Center shall consist of six (6) directors plus an executive director. The number and manner of election of directors of the Parenting Upgrade Center shall be specified, from time to time, by the Bylaws without amendment of these Articles of Incorporation; provided, however, that the number of directors shall never be less than six (6).

ARTICLE VII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

ARTICLE VIII

AMENDMENT

The Parenting Upgrade Center reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE IX

INITIAL REGISTERED AGENT

The name and Florida street address of the initial registered agent of the Parenting Upgrade Center is Mark A. Miller, 1947 Greenwood Drive, Tallahassee, Florida 32303. The Parenting Upgrade Center may change its registered agent from time to time without amendment of these Articles of Incorporation.

ARTICLE X

THE INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Mark A. Miller
1947 Greenwood Drive
Tallahassee, Florida 32303

ARTICLE XI

EARNINGS AND LIMITATIONS OF ACTIVITIES

Section 1. 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 to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

Section 2. 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) of any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a

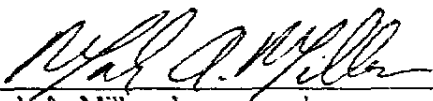
corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XII

DISSOLUTION OF ASSETS

Upon the dissolution of the Parenting Upgrade Center, 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 principle office of the Parenting Upgrade Center 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 one or more of the purposes of the Parenting Upgrade Center.

IN WITNESS WHEREOF, the undersigned do hereby make and files these Articles of Incorporation declaring and codifying that the facts stated herein are true, and hereby subscribe thereto and herewith set hand and seal this 23rd day of January 2006.


Mark A. Miller, Incorporator

STATE OF Florida

COUNTY OF Leon

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Mark A. Miller known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me having executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 23rd day of January 2006.

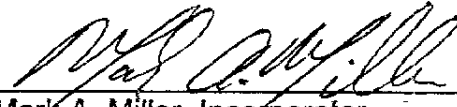



Notary Public
My Commission Expires: 8/11/07

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

The Parenting Upgrade Center, Inc. desiring to organize as a domestic nonprofit corporation and qualify under the laws of the State of Florida has named and designated Mark A. Miller its Registered Agent to accept service of process within the State of Florida with its registered office located at 1947 Greenwood Drive, Tallahassee, Florida 32303.



Mark A. Miller, Incorporator

ACKNOWLEDGEMENT

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

Dated this 23rd day of January 2006.



Mark A. Miller, Registered Agent

2006 JAN 24 AM 8:38
TALLAHASSEE, FLORIDA