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EFFECTIVE DATE
01/23/2006

2006 JAN 26 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

T. Hampton JAN 31 2006

COVER LETTER

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

SUBJECT: Re-parenting 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: Michael W. Varney
Name (Printed or typed)

331 Mentone Road
Address

Lantana, FL 33462
City, State & Zip

561-547-6520
Daytime Telephone number

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

Articles of Incorporation of
Re-parenting Center, Inc.

A Florida Not For Profit Corporation

FILED

2006 JAN 26 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such corporation:

Article I

Name

EFFECTIVE DATE
01/23/2006

The name of the corporation is RE-PARENTING CENTER, INC.

Article II

EXISTENCE

The corporation shall have perpetual existence, commencing January 23, 2005. The place of business of the corporation shall be 331 Mentone Road, Lantana, Florida 33462, or such other place or places as the directors may establish.

Article III

Purpose

The corporation is a not for profit corporation. The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of

distributions to organizations which qualify as tax-exempt organizations under that code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

Membership

The corporation is organized upon a nonstock bases as defined in section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

Article V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 331 Mentone Road, Lantana, Florida 33462. The name of the initial registered agent at such address is Michael W. Varney.

Article VI

MANAGEMENT

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be five; provided, however, that such number may be changed by a by-law duly adopted pursuant to the by-laws of this corporation, but shall not be less than three.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on January 31, 2006 at 4:00 P.M. at the office of the Registered Agent, at which time an election of directors shall be held.

Directors elected at the annual meeting, and at all times thereafter, shall serve for a term of three years until the third annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 4:00 P.M. on the 31st day of January of each year at the principle office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Article VII

Incorporators

The name and address of incorporators are:

Name	Residential Address
Jeannie Roberts	286 SW Henderson Terrace Ft. White, FL 32038
Janet Black	8390 SW 202 Terrace Dunnellon, FL 34431
Richard Black	8390 SW 202 Terrace Dunnellon, FL 34431
Michael W. Varney	331 Mentone Road Lantana, FL 33462
Joan Varney	217 N 10 th Avenue Iron River, Mich 49935

Article VIII

OFFICERS

The board of directors shall elect such officers as the by-laws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers.

Name	Residential Address
Jeannie Roberts President	286 SW Henderson Terrace Ft. White, FL 32038
Janet Black Vice-President	8390 SW 202 Terrace Dunnellon, FL 34431
Richard Black Secty/Treasurer	8390 SW 202 Terrace Dunnellon, FL 34431

Directors shall be elected annually and shall serve for a period of three years.

Michael W. Varney
Corporate Officer

331 Mentone Road
Lantana, FL 33462

Joan Varney
Corporate Officer

217 N 10th Avenue
Iron River, Mich 49935

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or comments shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate of other document filed under any provision of the law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons

Jeannie Roberts
President

286 SW Henderson Terrace
Ft. White, FL 32038

Janet Black
Vice-President

8390 SW 202 Terrace
Dunnellon, FL 34431

Richard Black
Secty/Treasurer

8390 SW 202 Terrace
Dunnellon, FL 34431

Michael W. Varney
Corporate Officer

331 Mentone Road
Lantana, FL 33462

Joan Varney
Corporate Officer

217 N 10th Avenue
Iron River, Mich 49935

Article IX

CERTAIN CORPORATE ACTIONS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by the following procedure set forth therefore in the bylaws.

Article X

DEDICATION

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XI

DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non profit fund, foundation, or corporation which is organized and operated exclusively for charitable purpose and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII

AMENDMENTS


Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

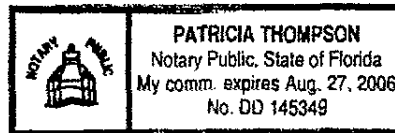
We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on December 23, 2005

(x) James Reilly
- (x) Janet Black
- (x) Richard Black
(x) Mr. W. S. CAP
(x) John Vanev

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this
25th day by JANET BLACK, who is personally known to me
and did not take an oath.


Notary Public
State of Florida at Large



My Commission Expires: 27 Aug 2006

My Commission Number: DD 145349

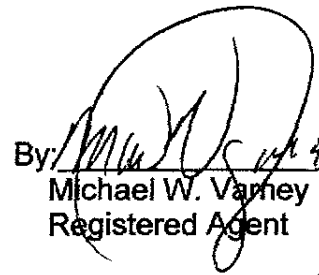
**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

The Re-parenting Center, Inc. desiring to organize under the laws of the state of Florida as a professional corporation, with its registered office as indicated in the Articles of Incorporation at the City of Lantana, Florida hereby appoints Michael W. Varney, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:  CAP
Michael W. Varney
Registered Agent
Dated: 12-30-5