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FLORIDA PROFIT/NON PROFIT CORPORATION

Children's Network of Southwest Florida, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Camelot Community Care, Inc.

a 501(c)3 Non-Profit Children's Service Agency

4910 Creekside Drive • Suite D • Clearwater, Florida 33760
Phone (727) 593-0003 • Fax (727) 596-1713

April 23 ,2007

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

Re: Children's Network of Southwest Florida, Inc.

Dear Sir or Madam:

Please accept this letter as the consent of the undersigned to the use of the name "Children's Network of Southwest Florida" by Children's Network of Southwest Florida, Inc., a corporation the Articles of Incorporation of which are included herewith for filing. Camelot Community Care, Inc. is the sole member of Children's Network of Southwest Florida, LLC, and will be the sole member of Children's Network of Southwest Florida, Inc. It is intended that the business of Children's Network of Southwest Florida, LLC be transferred to Children's Network of Southwest Florida, Inc. sometime after its organization in order to comply with the desires of the Florida Department of Children and Families, with which Children's Network of Southwest Florida, LLC has a contract for the provision of various child care and family preservation services. Children's Network of Southwest Florida, LLC and Children's Network of Southwest Florida, Inc. will not carry on business simultaneously.



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Thank you for your attention to this matter. If you have any questions, please contact our attorney, Paul R. Lynch, Esq., Shumaker, Loop & Kendrick, LLP, 101 E. Kennedy Blvd., Suite 2800, Tampa, Florida 33602. Mr. Lynch's telephone number is 813-227-2251, his telecopy number is 813-228-1660, and his email address is plynch@slk-law.com.

Sincerely,

Camelot Community Care, Inc.

By: 

Mike DiBrizzi
Chief Executive Officer

Children's Network of Southwest
Florida, LLC

By: 

Naderah Salim
Chief Executive Officer

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STATIONER
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.**

The undersigned, acting as incorporator of a corporation to be formed in line with chapter 617, Florida Statutes entitled the "Florida Not For Profit Corporation Act," adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

- 1.1 Name.** The name of the corporation shall be:

CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.

**ARTICLE II
PRINCIPAL PLACE OF
BUSINESS AND MAILING ADDRESS**

- 2.1 Place Of Business.** The principal place of business and the mailing address of this corporation shall be:

4910-D Creekside Drive
Clearwater, FL 33760

**ARTICLE III
PURPOSE**

3.1 Purpose. The purposes for which the corporation is organized are to operate exclusively for charitable, religious, scientific, literary, or educational purposes, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the Corporation's income and assets exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organization that are qualified and maintain qualification as exempt organizations under Section 501(c)(3) of the Internal Revenue

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.
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Code of 1986, as amended (the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

3.2 No Investment Or Distribution. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3.3 No Political Activities. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3.4 Not For Profit. The Corporation is organized exclusively for charitable, religious, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) of the Code. The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. In the event the Corporation at any time is determined to be a private foundation as defined in Section 509(a) of the Code, the income of the corporation for each taxable year to which such determination applies shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and during each taxable year to which such determination applies, the corporation shall not engage in any act of self-dealing, or retain any excess business holdings, or make any taxable expenditures as defined in Sections 4941(d), 4943(c) and 4945(d) of the Code, respectively, or make any investments in such manner as to subject it to tax under Section 4944 of the Code.

3.5 No Prohibited Activities. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be

**ARTICLES OF INCORPORATION
CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.
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amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

3.6 Dissolution. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV
LIMITATION OF CORPORATE POWERS**

4.1 Corporate Powers. The corporate powers of this corporation are as provided in section 617.0302, Florida Statute entitled "Corporate Powers," unless limited as follows:

No Limitations

**ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS**

5.1 Registered Agent. The name and the street address of the initial registered agent is:

CT Corporation System
1200 South Pine Island Road
Plantation, FL 33324

**ARTICLES OF INCORPORATION
CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.
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**ARTICLE VI
INCORPORATOR**

6.1 Incorporator. The name and street address of the incorporator for these Articles of Incorporation is:

Paul R. Lynch, Esquire
c/o Shumaker, Loop & Kendrick LLP
101 East Kennedy Blvd., Ste. 2800
Tampa, Florida 33602

**ARTICLE VII
BOARD OF DIRECTORS**

7.1 Board Of Directors. The corporation shall have SEVEN (7) directors initially. The number of directors constituting the board and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than THREE (3) directors nor more than FIFTEEN (15) directors. The names and addresses of the first board of directors who shall serve until their successors are duly appointed or elected are as follows:

Irving Buchen	8650 Kilkenny Court Fort Myers, FL 33912
Betty A. Busbee	5901 Briarcliff Road Fort Myers, FL 33912
Mark M. Geisler	2727 Winkler Avenue Fort Myers, FL 33901
Paul Morrissette	15880 Summerlin Road #300 PMB 127 Fort Myers, FL 33908
Denise S. Muir	25909 Pebblecreek Drive Bonita Springs, FL 34135

**ARTICLES OF INCORPORATION
CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.
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Randolyn Rosete

1039 SE 9th Place, #310
Cape Coral, FL 33990

Sakinah N. Salahu-Din

10501 FGCU Blvd. South
Fort Myers, FL 33965

**ARTICLE VIII
DURATION**

8.1 Duration. This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE IX
MEMBERS**


9.1 Number Of Members. The Corporation shall have only ONE (1) Member, Camelot Community Care, Inc. a Florida not-for-profit corporation organized in June 1, 1999 (the "Member").

9.2 Membership Certificates. No membership certificates shall be issued to the Member.

9.3 Membership Rights. The responsibilities and rights of the Member shall be as provided in the Bylaws of the corporation.

The undersigned incorporator has executed these Articles of Incorporation this 25th day of April, 2007.

"Incorporator"


PAUL R. LYNCH

**ARTICLES OF INCORPORATION
CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.
Page 6 of 7**

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 25th day of April, 2007, by
PAUL R. LYNCH, the Principal, who is (X) personally known to me or () who has produced
_____ as identification.

Notary Public

Print Name: _____

My commission expires: _____



Rebecca A. Briggs
MY COMMISSION # 102207620 EXPIRES
May 5, 2007
BONDED THROUGH FARM INSURANCE, INC.

ARTICLES OF INCORPORATION
CHILDREN'S NETWORK OF SOUTHWEST FLORIDA, INC.
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Children's Network of Southwest Florida, Inc.
2. The name and address of the registered agent and office is:

CT Corporation System
(NAME)

1200 South Pine Island Road

(P.O BOX NOT ACCEPTABLE)

Plantation, FL 33324

(CITY/STATE/ZIP)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Signature Connie Bryan
Date 4/26/07
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

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