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FLORIDA PROFIT/NON PROFIT CORPORATION

Child Life Institute, Inc.

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T. Butler
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**ARTICLES OF INCORPORATION
FOR
CHILD LIFE INSTITUTE, INC.
(A Florida Not For Profit Corporation)**

ARTICLE I - Name:

The name of the corporation is Child Life Institute, Inc. (the "Corporation").

ARTICLE II - Address:

The street address and the mailing address of the principal office of the Corporation

5325 Greenwood Avenue
Suite 301
West Palm Beach, FL 33407

ARTICLE III - 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").

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 Bylaws 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,

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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.

B. 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 III hereof. No substantial part of the activities of the Corporation shall be the carrying on of the 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 IV - Existence:

The Corporation shall have perpetual existence.

ARTICLE V - Directors and Officers:

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 Bylaws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The Bylaws 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 Bylaws.

C. Initial Directors: The names and addresses of the initial Directors are as follows:

Julie Healey
5325 Greenwood Avenue
Suite 301
West Palm Beach, FL 33407

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Patricia McDonald 5325 Greenwood Avenue
Suite 301
West Palm Beach, FL 33407

Patricia Travis 5325 Greenwood Avenue
Suite 301
West Palm Beach, FL 33407

ARTICLE VI - Registered Agent, Registered Office, & Registered Agent's Signature:

Dr. Sandra Muñoz
5325 Greenwood Avenue
Suite 301
West Palm Beach, FL 33407

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, Dr. Sandra Muñoz hereby accepts the appointment as registered agent and agrees to act in this capacity. Dr. Sandra Muñoz further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and Dr. Sandra Muñoz is familiar with and accepts the obligations of her position as registered agent as provided for in Chapter 617, F.S.

By: 

Dr. Sandra Muñoz

ARTICLE VII - Incorporator:

The name and address of the Incorporator to these of Articles of Incorporation are:

Stephen G. Vogelsang, Esq
GUNSTER, YOAKLEY & STEWART, P.A.
777 South Flagler Drive, Suite 500 East
West Palm Beach, FL 33401

ARTICLE VIII - Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including

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advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney's fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE IX - Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the director(s) is subject to this reservation.

ARTICLE X - Bylaws

The Bylaws may be adopted, altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 10 day of May, 2007.

REQUIRED SIGNATURE:


Stephen G. Vogelsang, Incorporator

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