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Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Foundation for Infant Mental Health Solutions in

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**ARTICLES OF INCORPORATION OF
THE FOUNDATION FOR INFANT MENTAL HEALTH SOLUTIONS
IN CHILD WELFARE, INC.
A CORPORATION NOT FOR PROFIT**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is The Foundation for Infant Mental Health Solutions in Child Welfare, Inc., and the principal office and mailing address of the corporation is 1703 North 14th Avenue, Pensacola, Florida 32503.

ARTICLE II - PURPOSES

The corporation is organized and shall be operated for the following purposes:

(a) To enhance the lives of young children in the child welfare system by identifying and integrating systemic responses to address the physical, social and emotional needs of children and their families.

(b) The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any federal tax code.

(c) Subject to paragraph (b) above, to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. Such powers include, without limiting the generality of the foregoing, the power to acquire by bequest, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein; and,

(d) Subject to paragraph (b) above, to do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE III - MEMBERSHIP

The corporation shall have no members.

ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The corporation is to continue in perpetuity unless dissolved according to law. The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE V - INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are as follows:

John T. Parnham
1708 N. 14th Avenue
Pensacola, Florida 32503

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have a Board of Directors. The management of the affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. The Board of Directors shall be elected at the annual meeting of the Board with the method of election as stated in the by-laws of the corporation. Directors elected shall serve for a term of one (1) year until the annual meeting of the members following the election of Directors and until qualifications of the successors in office. The Initial Board of Directors shall have no more than five (5) members. The number of members of the Board of Directors may be increased or decreased from time to time by the bylaws of the corporation, but shall never be less than three (3) no more than nine (9).

No director shall have any right, title, or interest in or to any property of the corporation. The names and addresses of the members of the initial Board of Directors are as reflected in Exhibit "A" attached hereto.

ARTICLE VII - OFFICERS

The corporation shall have officers consisting of a President, Secretary, and Treasurer, and such other officers as the Board of Directors shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. Officers of the corporation shall be members of the Board of Directors. The officers of the corporation shall be elected by the Board of Directors at the annual meeting of the Board.

The names of the officers who are to manage all the affairs of the corporation until the first election are:

President: John T. Parnham
Secretary: Caroline S. Cooper
Treasurer: Frank C. Bozeman, III

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and all rights and privileges conferred upon the Board of Directors and officers of the corporation are subject to this reservation.

ARTICLE IX- BYLAWS

The Bylaws of the corporation are to be made, altered, amended, adopted, or repealed by a majority vote of the Board of the Directors at a regular or special meeting of the Board of Directors.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

In the event of a dissolution, the assets of the corporation shall be distributed, in the manner determined by the Board of Directors, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify

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under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member of the Board of Directors or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 1708 North 14th Avenue, Pensacola, Florida 32503, and the name of the initial registered agent of this corporation at that address shall be John T. Parnham.

IN WITNESS WHEREOF, I, the undersigned Incorporator of The Foundation for Infant Mental Health Solutions in Child Welfare, Inc., have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Dated: December 5, 2007


John T. Parnham, Incorporator

REGISTERED AGENT ACCEPTANCE AND CONSENT

Having been named as registered agent to accept service of process for the Not-For-Profit corporation, The Foundation for Infant Mental Health Solutions in Child Welfare, Inc., at the place designated in these Articles of Incorporation, I am familiar with the duties and responsibilities of Registered Agent and accept the appointment as registered agent and agree to act in this capacity.

Dated: December 5, 2007


John T. Parnham, Registered Agent

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

INITIAL BOARD OF DIRECTORS

John T. Parnham
1708 N. 14th Avenue
Pensacola, Florida 32503

Frank C. Bozeman, III, Esquire
Bozeman, Jenkins & Matthews, P.A.
114 East Gregory Street
Pensacola, Florida 32502

Caroline S. Cooper, Research Professor and Associate Director
Justice Programs Office, School of Public Affairs
American University
4400 Massachusetts Avenue N.W., Brandywine
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Joseph Trotter, Research Professor and Director
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