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FLORIDA PROFIT/NON PROFIT CORPORATION

YCCP, Inc.

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**ARTICLES OF INCORPORATION
OF
YCCP, INC.**

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a non-profit corporation under the laws of the State of Florida pursuant to Chapter 617 of the Florida Statutes (2007).

**ARTICLE I.
NAME**

The name of the corporation shall be, **YCCP, INC.** ("Corporation").

**ARTICLE II.
PRINCIPAL OFFICE**

1. **Address.** The principal office and mailing address of this Corporation shall be 3015 Parental Home Road, Jacksonville, Florida 32216.

2. **Office.** The street address of the initial registered office of this Corporation in Florida shall be 1102 A1A North, Suite 108, Ponte Vedra Beach, Florida 32082, and its initial registered agent at that address shall be **JAMES V. WALKER**. The registered office and registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

**ARTICLE III
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV
NATURE**

The general nature of the businesses to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida. Said Corporation is formed 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)(2) and/or 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V
PURPOSE

The Corporation is formed under a non-stock basis and established to hold and lease real estate including leases to Youth Crisis Center, Inc., a Florida not-for-profit corporation ("YCC"). The purpose of the Corporation is to help maintain, improve and advance the programs of Youth Crisis Center Foundation, a Florida not-for-profit organization ("YCCF") and/or YCC regarding children and their families, including education and research.

ARTICLE VI
POWERS

In general, to do any and all acts and things, and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida; provided, however, such operation shall be strictly maintained as will qualify the Corporation as an exempt organization under section 501(c)(2) 501(c)(3) of the Internal Revenue Code of 1986, as amended or hereafter replaced, or under any corresponding provisions of any subsequent federal tax laws or regulations, covering the distribution to organizations qualified under such Internal Revenue Code.

ARTICLE VII
LIMITATION

Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of YCC.

ARTICLE VIII
DEDICATION OF ASSETS

1. Net Earnings. 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 V (Purpose) hereof. 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 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 permitted activities to be carried on:

1.1 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 tax code; or

1.2 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.

1.3 Contracts and Arrangements. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions.

ARTICLE IX DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the assets shall be distributed as follows:

1. Youth Crisis Center Foundation, Inc., Tax Id # 59-3123710, but if not then to;

1.1 Youth Crisis Center, Inc., Tax Id # 59-217628,7 but if not then to;

1.2 to one or more charitable organizations within the meaning of Section 501(c)(2) or 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax codes, but if not then to;

1.3 the Corporation shall be distributed to the federal, state or local government for a public purpose. Any 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.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida.

ARTICLE X **MEMBERSHIP**

1. **Trustees.** The sole class of members of this Corporation shall be its trustees and such other persons of moral character who may become members by a majority vote of the existing membership.

1.1 **Rights of Trustees.** The members of this Corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to pay expenses thereof, and to make payments and distributions in furtherance of the purposes set forth in, Article V (Purposes) above.

1.2 **Liability of Trustees.** Members of this Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE XI **MANAGEMENT OF CORPORATE AFFAIRS**

1. **The Board of Trustees.** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees (the "Board"). The number of trustees of the Corporation shall not be less than two (2) nor more than thirty (30). Initially, the Board shall consist of three (3) members, provided however, that such number may be changed (but in no event to a number less than two (2) nor more than thirty (30)) by an amendment to the bylaws duly adopted by the Board.

2. **Names and Addresses.** The names and street addresses of the members of the first The Board, who, subject to the provisions of the bylaws and these Articles of Incorporation, shall

hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Clarence Houston	3015 Parental Home Road, Jacksonville, Florida 32216
Michael Tanner	3015 Parental Home Road, Jacksonville, Florida 32216
Robert Joel	3015 Parental Home Road, Jacksonville, Florida 32216

ARTICLE XII **REGULATIONS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

1. The Corporation is subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the bylaws, the Board shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the bylaws as constituted from time to time, expressly conferred upon or reserved to the trustees;
2. The Corporation shall have such officers as from time to time may be provided in the bylaws. Such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the bylaws or as may be determined from time to time by the Board subject to the bylaws; and
3. No trustee or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such trustee or officer, or any firm of which any such trustee or officer is a member or an employee, or any corporation of which any such trustee or officer is an officer, Director or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the trustees or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no

trustees or officers having such interest shall be liable to this Corporation or to any creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such trustees or officers be accountable for any gains or profits realized thereon.

4. Notwithstanding any provision to the contrary, no bylaw shall be inconsistent or contrary to this Articles of Incorporation.

ARTICLE XIII
AMENDMENT OF ARTICLES

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law.

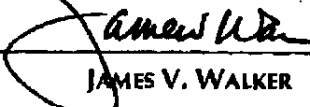
ARTICLE XIV
INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

Name
JAMES V. WALKER

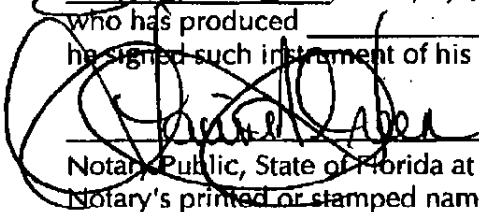
Street Address
1102 A1A North, Suite 108
Ponte Vedra Beach, Florida 32082

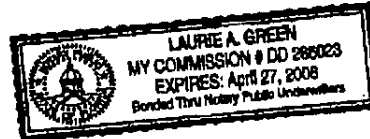
IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 12TH day of DECEMBER 2007.


JAMES V. WALKER

STATE OF FLORIDA)
COUNTY OF ST. JOHNS)

The foregoing Articles of Incorporation were acknowledged before me this 12TH day of DECEMBER, 2007, by JAMES V. WALKER, [X] who is personally known to me or [] who has produced _____ as identification, and who acknowledged that he signed such instrument of his own free will.


Notary Public, State of Florida at Large
Notary's printed or stamped name:
My commission expires: _____



ACCEPTANCE OF REGISTERED AGENT

Having been named in the foregoing Articles of Incorporation to accept service of process for the above stated Corporation at the place designated therein, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of the Florida Business Corporation Act.

By: 
JAMES V. WALKER, Registered Agent

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