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**ARTICLES OF INCORPORATION
OF
FAMILIES FIRST OF NORTHEAST FLORIDA, INC.
a Florida not-for-profit corporation**

ARTICLE 1

NAME

The name of the corporation is FAMILIES FIRST OF NORTHEAST FLORIDA, INC.
(the "Corporation").

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street and mailing address of the Corporation is c/o Spanish Oaks Community Center, 7557 Arlington Expressway, Jacksonville, Florida 32211.

ARTICLE 3

DURATION

The term of duration of the Corporation shall be perpetual.

ARTICLE 4

PURPOSES, LIMITATIONS AND DISSOLUTIONS

Section 4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code").

Section 4.2 Limitations. 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 Section 4.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying of 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

SECRETARY OF STATE
ALLAHASSEE, FLORIDA

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Section 4.3 Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to one or more organization(s) organized for charitable or educational purposes and having its or their principal place of business in Duval County, Florida, as the Board of Trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 5 **POWERS**

Subject to the restrictions and limitations set forth in Article 4, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets; to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for charitable, scientific, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of directors to be in furtherance of such purposes or purposes.

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ARTICLE 6
MEMBERSHIP

Section 6.1 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 6.2 Members. The members of the Corporation shall be those persons who shall from time to time constitute the Board of Trustees of the Corporation.

Section 6.3 No Voting Rights Members of the Corporation, as such, shall have no voting rights.

ARTICLE 7
BOARD OF TRUSTEES

Section 7.1 Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees (the "Board, or the "Board of Trustees", or "Trustee", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 7.2 Number and Election. This Corporation shall have no less than three (3) and no more than eleven (11) Trustees as may be determined from time to time. Initially, the Corporation shall have six (6) Trustees.

Section 7.3 Trustees. The name and address of each person who is to serve as a Trustee until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

<u>Name</u>	<u>Address</u>
Clayton Roach	3241 Chestnut Court Jacksonville, Florida 32259
Mark Pappas	2719 Oak Street Jacksonville, Florida 32205
Cynthia Montgomery	50 North Laura Street, Suite 1100 Jacksonville, Florida 32202
Jerry Deutsch	5615 San Juan Avenue, #401 Jacksonville, Florida 32210

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Carolyn Klucha

Ckdirect Marketing
468 North Bridgestone Avenue
Jacksonville, Florida 32259

Juan Pardo

14990 Bulow Creek Drive
Jacksonville, Florida 32254

ARTICLE 8
INDEMNIFICATION

Subject to the bylaws, the Board of Trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE 9
BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation.

ARTICLE 10
AMENDMENTS

These Articles of Incorporation may be amended only by the approval of two-thirds (2/3) of the members of the Board of Trustees of the Corporation.

ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is c/o Spanish Oaks Community Center, 7557 Arlington Expressway, Jacksonville, Florida 32211, and the name of its initial registered agent at such address is Stephanie Walley.


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ARTICLE 12
INCORPORATOR

The name and street address of the incorporator of the Corporation is:

Stephen G. Prom, Esquire
Akerman Senterfitt
50 North Laura Street, Suite 2500
Jacksonville, Florida 32202

The Undersigned, being the incorporator hereinbefore named for the purpose of forming this Corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true, and accordingly has hereunto set his hand and seal this 2nd day of February, 2008.




Stephen G. Prom

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**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That FAMILIES FIRST OF NORTHEAST FLORIDA, INC., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being c/o Spanish Oaks Community Center, 7557 Arlington Expressway, Jacksonville, Florida 32211, County of Duval, State of Florida, has named Stephanie Walley as its registered agent to accept service of process within this state.



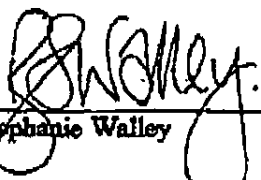
Stephen G. Prom, Incorporator

ACCEPTANCE

Having been named to accept service of process from 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 Florida Statutes relative to keeping open said office.

February 7th 2008

Date



Stephanie Walley

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