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Division of Corporations  
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PSI Services III, Inc.

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## FOWLER WHITE BOGGS BANKER

ATTORNEYS AT LAW

ESTABLISHED 1943

Adam M. Jarchow  
Direct Dial: 904-598-3134  
Direct Fax: 904-562-1740  
ajarchow@fowlerwhite.com

March 25, 2008

**Via Facsimile Only**

Attention: Ms. Diane  
Florida Department of State  
Division of Corporations

Re: PSI Services III, Inc., a New Jersey non-profit corporation  
New Jersey Document No. 0100680763  
(and Florida Document No. F99000005082)

Dear Ms. Diane:

As discussed on our telephone call earlier today, enclosed please find for filing the Not for Profit Certificate of Domestication and Articles of Incorporation of PSI Services III, Inc.

Please be advised that PSI Services III, Inc. is the corporation with the foreign qualification filing under Florida Document No. F99000005082. The Board has approved this filing.

Once filed, because the corporation will be a Florida corporation, the foreign qualification for the corporation under Florida Document No. F99000005082 should be canceled.

Thank you for your assistance.

Sincerely,

Adam M. Jarchow

AMJ:lmr  
40049858  
Enclosures

FOWLER WHITE BOGGS BANKER P.A.

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**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Melvin Williams, Corporate Secretary, of PSI Services III, Inc., a foreign corporation, in accordance with Section 617.1803, Florida Statutes, does hereby certify:

1. The date on which the corporation was first formed was October 1, 1996.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was New Jersey.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was PSI Services III, Inc.
4. The name of the corporation as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is PSI Services III, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was New Jersey.
6. Attached are Florida articles of incorporation necessary to complete the domestication requirements pursuant to s. 617.1803.

I am the Corporate Secretary of PSI Services III, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 21<sup>ST</sup> day of March, 2008.

  
Melvin Williams, Corporate Secretary

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**ARTICLES OF INCORPORATION  
OF  
PSI SERVICES III, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**(In Compliance with Chapter 617, F.S. - Not For Profit)**

**ARTICLE I.**

**NAME**

The name of the corporation shall be PSI Services III, Inc.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The principal place of business/ mailing address shall be 3890 Dunn Avenue West, Suite 1104, Jacksonville, Florida 32218.

**ARTICLE III.**

**PURPOSE**

The corporation shall be organized and operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purpose for which the corporation is formed is the operation of foster care, adoption, and related programs.

In furtherance thereof, the corporation may receive property by gift, devise or bequest, invest or reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable or educational purposes.

In furtherance of its corporate purposes, the corporation shall have all the general powers provided to a § 501(c)(3) corporation as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

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## ARTICLE IV.

**MANNER OF ELECTION**

The manner in which the directors are elected or appointed will be as set forth in the Bylaws; provided, however, in no event shall there be less than three (3) directors.

## ARTICLE V.

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial registered office of this corporation in the State of Florida is 10512 Innisbrook Drive, Jacksonville, Florida 32222, and the name of the initial registered agent of this corporation at that address is Ricky B. Wallace. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

## ARTICLE VI.

**INCORPORATOR**

The name and address of the incorporator is as follows:

Melvin Williams

7101 Wisconsin Avenue, Suite 1400  
Bethesda, MD 20814-4871

## ARTICLE VII.

**DISSOLUTION OR FINAL LIQUIDATION**

In the event of dissolution or final liquidation of the corporation, all of the remaining assets and property of the corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such entity or entities organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director, officer, or any private individual.

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ARTICLE VIII.  
MISCELLANEOUS

No part of the net earnings of the corporation shall inure to the benefit of, or shall be distributable to any director or officer of the corporation, or any private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article III.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code and in any corresponding laws of the State of Florida), and the corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

During such period, or periods, of time as the corporation is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the corporation's income as such time and in such manner so as not to subject the corporation to tax under § 4942 of the Code, and the corporation is prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining any excess business holdings (as defined in § 4943(c) of the Code), which would subject the corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under § 4944 of the Code, from retaining any assets which would subject the corporation to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

Notwithstanding any other provision, the corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 1701(c)(2) of the Code.

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To the fullest extent permitted by Florida law or any other applicable law, as now in effect or as may hereafter be amended, no director, officer or other person who, without compensation other than reimbursement for actual expenses, renders service to or for the corporation, shall be liable, and no cause of action may be brought for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director or officer, or, in the case of other persons, for damages resulting from an act or omission in rendering such services, unless the act or omission involved is willful or wanton conduct; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to the corporation described in § 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set her hand and affixed her seal this 21<sup>st</sup> day of March, 2008.

Incorporator:

  
Melvin Williams

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
PSI SERVICES III, INC.**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon PSI Services III, Inc., a not for profit corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named not for profit corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said not for profit corporation, which Registered Office is located at 10512 Innisbrook Drive, Jacksonville, Florida 32222.

IN WITNESS WHEREOF, the undersigned on behalf of the Registered Agent, has hereunto set his hand and seal in Jacksonville, Duval County, Florida, on this \_\_\_\_\_ day of March, 2008.

  
\_\_\_\_\_  
Ricky B. Wallace

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TALLAHASSEE, FLORIDA

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