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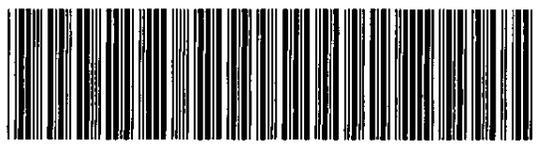
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Father Flanagan's Boys Town Florida, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: VICTOR F. LaPUMA
Name (Printed or typed)

14100 CRAWFORD STREET
Address

BOYS TOWN, NE 68010
City, State & Zip

(402) 498-1242 or (402) 498-1011
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
Father Flanagan's Boys Town Florida, Inc.
A Florida Corporation Not For Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.
NAME

The name of this corporation is Father Flanagan's Boys Town Florida, Inc.

II.
PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation is:

3111 South Dixie Highway, Suite 200
West Palm Beach, FL 33405

III.
STATEMENT OF PURPOSE

A. This corporation is a corporation not for profit and is not organized for the private gain of any person. It is organized under Chapter 617, Corporations Not For Profit, of the Florida statutes for charitable purposes.

B. The specific purposes of this corporation are to equip, maintain and conduct one or more homes, facilities or other programs in Florida for disabled, neglected, abused, indigent and wayward boys and girls in such homes, facilities or other programs; to equip and prepare such boys and girls to lead useful lives; to provide other assistance to families and children in need of services; and to provide other services consistent with the charitable mission of the corporation.

C. Other than as necessary to promote directly the corporate purpose specifically set forth above, this corporation shall not lend money or make donations for the public welfare or for any charitable, scientific or educational purposes.

IV.
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors. The number of directors constituting the Board of Directors shall be fixed by the Bylaws, but shall not be less than three. The Directors shall be elected or appointed in the manner and for the terms provided by the Bylaws. Directors

may be divided into such classes as may be provided in the Bylaws and the terms of office of the several classes need not be uniform. The Bylaws may prescribe qualifications for each class of Directors, and the qualifications for the several classes need not be uniform. The Bylaws may provide that any one or more officers of the corporation shall be ex officio members of the Board of Directors.

V.
SOLE MEMBER

The corporation shall have one (1) Member, and such sole Member shall be Father Flanagan's Boys' Home, a Nebraska nonprofit, public benefit corporation.

VI.
REGISTERED AGENT

The registered agent for the corporation is CT Corporation System, having the following address:

1200 S Pine Island Rd #250
Plantation, FL 33324

VII.
LIMITATION OF CORPORATE ACTIVITY

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers or other private persons, provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

C. The corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or (b) by a corporation contributions to which are deductible under Section

170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**VIII.
DISSOLUTION AND DISTRIBUTION OF ASSETS**

Dissolution of the corporation shall only occur upon the approval of the sole Member, in which event its assets, after provision for discharge of the corporation's obligations, shall be distributed to Father Flanagan's Boy's Home, a Nebraska nonprofit corporation, for its charitable, educational, and scientific purposes, all in accordance with Chapter 617 of the Florida statutes, particularly sections 617.1402 and 617.1406 or the corresponding provisions of future law; provided, however, that Father Flanagan's Boys' Home is then in existence and exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of future law. In the event Father Flanagan's Boys' Home is not then in existence or is not then exempt from federal income taxation, the Board of Directors shall distribute the net assets of the corporation to one or more organizations, as the Board of Directors shall determine, which are then exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of future law, to be used for the charitable, educational and scientific purposes set out in the Articles of Incorporation of Father Flanagan's Boys' Home as such Articles now exist. The corporation shall dissolve whenever its charter is surrendered to or taken away or revoked by Father Flanagan's Boys' Home.

**IX.
AMENDMENTS TO THESE ARTICLES**

These Articles of Amendment may be amended by the majority vote of the Directors then in office, with the vote of approval by the sole Member, or by the sole Member without action by the Directors.

**X.
NAME AND ADDRESS OF INCORPORATOR**

The name of the incorporator is Victor F. LaPuma, Deputy General Counsel, Father Flanagan's Boys' Home, whose address is 14100 Crawford Street, Boys Town, Nebraska 68010.

**XI.
EFFECTIVE DATE**

The effective date of this corporation shall be January 1, 2009.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Signature of Registered Agent

Date



Signature of Incorporator



Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Laura Broderick
Signature of Registered Agent

11-14-08
Date

Laura Broderick
Assistant Secretary

V. B. L. Quinn
Signature of Incorporator

November 13, 2008
Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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