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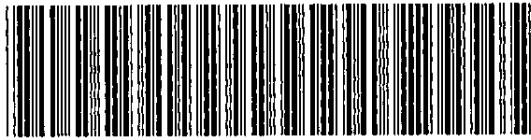
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ROGERS MORRIS & ZIEGLER

Requester's Name

1401 E. Bloward Blvd #300

Address

FT. LAUDERDALE, FL 33301

City

State

ZIP

Phone

(954) 462-1431

CORPORATION(S) NAME

CF COUNSELING CENTER, INC.

() Profit

☒ NonProfit

() Amendment

() Merger

() Foreign

() Dissolution

() Mark

() Limited Partnership

() Annual Report

() Other

() Reinstatement

() Reservation

() Change of Registered Agent

☒ Certified Copy

() Photo Copies

() Certificate Under Seal

() Call When Ready

() Call If Problem

() After 4:30

☒ Walk In

() Will Wait

☒ Pick Up

() Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier



Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF
CF COUNSELING CENTER, INC.**

(A Florida Nonprofit Corporation)

ARTICLE 1. NAME

The name of this Corporation shall be **CF COUNSELING CENTER, INC.**

ARTICLE 2. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This Corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE 3. PURPOSE

This Corporation is being formed for the purpose of charitable engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America. This Corporation will engage in religious, charitable, and/or educational purposes, and will not engage in nonexempt purposes.

This Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

This Corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the

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TALLAHASSEE, FLORIDA

corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

2. Notwithstanding any other provision of these Articles, this Corporation is organized 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) of the Internal Revenue Code 1954 or any other corresponding provision of any future United States Internal Revenue law.

ARTICLE 4. POWERS

This Corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to nonprofit corporations, as now existing, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

However, this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in the applicable sections of the Internal Revenue Code.

ARTICLE 5. MEMBERSHIP

Christ Fellowship Baptist Church, Inc., a Florida nonprofit corporation shall be the sole member of the Corporation.

ARTICLE 6. MANAGEMENT

The powers of this Corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE 7. BOARD OF DIRECTORS

This Corporation's initial Board of Directors shall have five (5) directors. The number of directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than three (3).

The directors shall be elected by this Corporation's member. The manner of the election of the directors shall be specified in the corporate Bylaws.

The directors named herein, comprising the initial Board of Directors, shall hold office until their successors are duly qualified.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Rick Blackwood
7901 Southwest 176th Street
Miami, Florida 33157

Eric Geiger
8745 Southwest 176th Terrace
Miami, Florida 33157

Deborah M. Sutton
17590 Southwest 93rd Avenue
Miami, Florida 33157

Pamela Hathaway
5221 Southwest 38th Way
Fort Lauderdale, Florida 33312

Elizabeth Skjoldal
10420 SW 67 Street
Miami, FL 33173

ARTICLE 8. OFFICERS

The officers shall consist of a president, a vice president, a secretary, and a treasurer.

This Corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting, or until their successors are elected and qualified.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Rick Blackwood
Vice President	Eric Geiger
Secretary	Deborah Sutton
Treasurer	Pamela Hathaway

ARTICLE 9. INDEMNIFICATION

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE 10. PRINCIPAL OFFICE

The principal office and mailing address of this Corporation shall be located at 8900 Southwest 168th Street, Miami, Florida 33157.

ARTICLE 11. INITIAL REGISTERED OFFICE & AGENT

The address of this Corporation's initial registered office shall be: 8900 Southwest 168th Street, Miami, Florida 33157.

The name of the individual who shall serve as this Corporation's initial registered agent at that address is: Deborah M. Sutton

ARTICLE 12. INCORPORATOR

The name and street address of the subscribers to these Articles of Incorporation are:

Deborah M. Sutton
17590 Southwest 93rd Avenue
Miami, Florida 33157

ARTICLE 13. BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole member.

ARTICLE 14. SPECIAL PROVISIONS

A. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State, or Local government for exclusive public purpose.

B. This Corporation will not, as a substantial part of its activities, attempt to influence legislation.

C. This Corporation will not participate to any extent in a political campaign for or against any candidate for public office.

D. This Corporation will distribute its income for each tax year at such time and in such manner as not to subject income to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

E. This Corporation will not engage in any act of self- dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

F. This Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.


G. This Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provision of any subsequent Federal tax laws.

H. This Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE 15. AMENDMENTS


The Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by a majority vote of the Board of Directors of the sole member.

This Corporation's subscriber, for the purpose of forming this nonprofit corporation under the laws of Florida, has executed these Articles of Incorporation, on the date indicated next to her signature.


DEBORAH M. SUTTON - Subscriber

Dated: 9/17/09

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DEBORAH M. SUTTON
Registered Agent

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