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FLORIDA PROFIT/NON PROFIT CORPORATION

Brevard C.A.R.E.S., Inc.

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
BREVARD C.A.R.E.S., INC.

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The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be Brevard C.A.R.E.S., Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office of the corporation is 760 North Drive, Suite E, Melbourne, FL 32934, and the mailing address of the corporation is 760 North Drive, Suite E, Melbourne, FL 32934.

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. The corporation is organized exclusively for charitable and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"), and exclusively for the benefit of, to perform the functions of, or to carry out the purposes of (within the meaning of Code Section 509(a)(3)) Community Based Care of Brevard, Inc., a Florida not for profit corporation, d/b/a Brevard Family Partnership, a publicly supported charity (within the meaning of Code Sections 501(c)(3) and 509(a)(1)) (the "Supported Organization"); provided, however, that the Corporation may select a replacement organization for the Supported

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Organization (and the references herein to Supported Organization shall then refer to such replacement organization) that has purposes similar to that of the Supported Organization and that is a publicly supported charity (within the meaning of Sections 501(c)(3) and Section 509(a)(1) or 509(a)(2)), in the event that the Supported Organization loses its exempt status, substantially abandons its operations, or is dissolved. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, the following: (1) coordinating individual and group services and counseling through wraparound and family team conferencing to children and families to facilitate prevention of child abuse and improved family functioning of at-risk children, youth and families; (2) providing community education about the needs and issues of children and families in furtherance of the charitable and educational purposes of the corporation; and (3) engaging in other charitable or educational endeavors from time to time.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

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2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IV - MEMBER

The sole member of the corporation shall be Community Based Care of Brevard, Inc., a Florida not for profit corporation, d/b/a Brevard Family Partnership.

#### ARTICLE V - BOARD OF DIRECTORS

All corporate power shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the corporation's Board of Directors. The number of directors shall be as set forth in the Bylaws, and shall at all times consist of at least three (3) persons. The Board of Directors of the corporation shall be elected as provided in the Bylaws.

#### ARTICLE VI - INDEMNIFICATION

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

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**ARTICLE VII - TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

**ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
Community Based Care of Brevard, Inc., d/b/a Brevard Family Partnership	760 North Drive, Suite E Melbourne, FL 32934

**ARTICLE IX - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 760 North Drive, Suite E, Melbourne, Florida, and the name of the initial registered agent of this corporation at that address is Dr. Patricia Nellius-Guthrie. The Board of Directors may from time to time designate a new registered office and registered agent.

**ARTICLE X - DISSOLUTION OF CORPORATION**

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of

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be distributed to or for the benefit of any director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 8 day of October, 2009.

Community Based Care of Brevard, Inc.

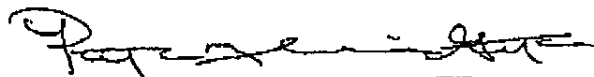
By: Patricia Nellius-Guthrie  
Patricia Nellius-Guthrie, CEO

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.



Dr. Patricia Nellius-Guthrie

Date: October 8, 2009

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