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From: Kim Weidenbach

Wednesday, December 16, 2009 3:33 PM Page: 1 of 8

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
FLORIDA CHOICES, INC.

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Page Count	08
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
Florida Choices, Inc.  
A Florida "Not for Profit" Corporation**

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Florida Not For Profit Corporation Act under Chapter 617 of the Florida Statutes (the "Act"), executes and sets forth the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is Florida Choices, Inc. (the "Corporation")

**ARTICLE II**  
**Principal Office and Mailing Address**

The Corporation's principal office is located at 515 West Main Street, Leesburg, Florida 34749-1000. The Corporation's mailing address is 515 West Main Street, Leesburg, Florida 34749-1000.

**ARTICLE III**  
**Corporate Purposes, Powers and Prohibited Activities**

**Section 1. Corporate Purposes.** The Corporation is a not for profit corporation organized and operated exclusively for charitable and educational purposes as may qualify it for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), and the Treasury Regulations promulgated thereunder (the "Regulations").

- (a) The primary purposes of the Corporation shall include:
- (i) To provide collaborative service delivery to children and families at risk for/or involved in Florida Child Protective Services.

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- (ii) To provide an integrated system of care for the provision of foster care and related services to include: emergency shelter, in-home protective services, relative care placements, foster care, therapeutic foster care, foster care supervision, case management, post-placement supervision, permanent foster care, intensive residential treatment, independent living, family reunification, family preservation, adoption and other such appropriate related services.
  - (iii) To do any and all lawful acts that may be necessary, useful, suitable or proper for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes of the Corporation, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.
- (b) The Corporation shall be organized and operated exclusively for public charitable and educational purposes which purposes then qualify it for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deduction under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code.
- (c) In furtherance of the foregoing purposes, the Corporation shall be authorized and empowered to exercise all power and authority granted to it under the Act; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

**Section 2. Corporate Powers.** Except as otherwise provided in these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act.

**Section 3. Prohibited Activities.**

- (a) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the

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Corporation, as may be fixed in the manner provided by the Board of Directors. No individual shall be precluded from taking such employment and reasonable compensation by reason of the fact that he or she is a director or officer of the Corporation. Except as otherwise provided in these Articles of Incorporation, the Corporation is expressly precluded from advancing or loaning its directors, officers or employees any money or property.

- (b) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, nor shall its activities consist of carrying on propaganda or otherwise attempting to influence legislation or any political campaign on behalf of (or in opposition to) any candidate for public office.
- (c) The Corporation shall not accept gifts or other contributions if the use or expenditure of the gift or contribution is subject to any condition which is inconsistent with the purposes of the Corporation as set forth in Section 1 of this Article III.
- (d) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a Corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code.
- (e) The Corporation shall make no advancements for services to be performed in the future, nor shall the Corporation make any loan of money or property, to any director or officer of the Corporation, other than (i) advances of expenses in connection with a possible indemnification matter, or (ii) advances of payments pursuant to any benefit plan or policy adopted by the Corporation's Board of Directors.
- (f) Notwithstanding any other provisions of these Articles of Incorporation, the Act, or any other law, rule or regulation, in the event that the Corporation is classified as a private foundation under Section 509 of the Code, the Corporation shall:
  - (i) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
  - (ii) Distribute during each taxable year amounts sufficient to avoid liability for the tax imposed by Section 4942 of the Code.
  - (iii) Not retain any excess business holdings as defined in Section 4943(c) of the Code.

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- (iv) Not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code.
- (v) Not make any taxable expenditure as defined in Section 4945(d) of the Code.

**ARTICLE IV**  
**Board of Directors Manner of Election**

**Section 1. Authority of Board.** Management of the property, affairs, business and activities of the Corporation shall be supervised and directed by the Board of Directors. The Board of Directors shall possess and may exercise all the powers and authority granted to the Corporation by the Act, by these Articles of Incorporation or by the Bylaws of the Corporation, as now or hereafter in effect.

**Section 2. Number, Term and Appointment of Directors.** The exact number, term and methodology for selection and appointment of members of the Board of Directors shall be prescribed from time to time according to the Bylaws of the Corporation; provided, however, that under no circumstances shall the minimum number of members of the Board of Directors be less than three (3). The initial directors shall be appointed by the Incorporator and shall serve until their successors are duly appointed and qualified, or until their earlier resignation, death or removal from office.

**ARTICLE V**  
**Initial Directors**

The names, addresses and specific titles of the Initial Board of Directors are:

1. Knute I. Rotto  
4701 North Keystone Avenue  
Suite 150  
Indianapolis IN 46205
2. Mark S. Fritz  
4701 North Keystone Avenue  
Suite 150  
Indianapolis IN 46205
3. Jonathan M. Cherry  
515 West Main Street  
Leesburg, Florida 34749-1000
4. Timothy Morris

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515 West Main Street  
Lecsborg, Florida 34749-1000

**ARTICLE VI**  
**Initial Registered Agent and Street Address**

The name of the registered agent of the Corporation is CorpDirect Agents, Inc.. The address of the Corporation's registered office is 515 East Park Avenue, Tallahassee, Florida 32301.

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of the Corporation is: Vitauts M. Gulbis, Esq., Akerman Senterfitt, 401 E. Jackson Street, Suite 1700, Tampa, Florida 33602.

**ARTICLE VIII**  
**Corporation Duration / Membership**

The Corporation's period of duration is perpetual. The Corporation has no members.

**ARTICLE IX**  
**Distribution of Assets on Dissolution or Complete Liquidation**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Code to be used exclusively for charitable or educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation. No director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution or complete liquidation of the Corporation.

**ARTICLE X**  
**Indemnification**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director

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or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

**ARTICLE XI**  
**Provisions for Regulation and Conduct**  
**of the Affairs of the Corporation**

In addition to the Bylaws and consistent with the Act, the following provisions for the regulation and conduct of the affairs of the Corporation, and for the creation, definition, limitation or regulation of the powers of the Corporation and its directors, shall apply:

**Section 1. Committees.** The Board of Directors may utilize one (1) or more committees, as set forth in the Bylaws to assist it in the carrying out of any of the purposes of the Corporation, define the responsibilities of such committee or committees and delegate to such committee or committees' powers as the Board of Directors determines to be appropriate.

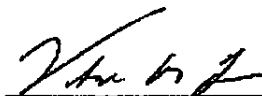
**Section 2. Amendment of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the members of the Board of Directors; provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying the Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the Code.

**Section 3. Adoption and Amendment of Bylaws.** The Corporation reserves the right to make, amend, alter, change or repeal any provisions contained in the Bylaws of the Corporation or in any amendment thereto, by a majority vote of the members of the Board of Directors; provided, however, that such power shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the Code.

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**EXECUTION**

These Articles of Incorporation are hereby executed by the incorporator on this 16<sup>th</sup> day of December, 2009.



Vitauts M. Gulbis, Incorporator

**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

Having been appointed the registered agent of **FLORIDA CHOICES, INC.**, a Florida not-for-profit corporation, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations set forth in Section 617.0503, Florida Statutes.

CorpDirect Agents, Inc.



By: \_\_\_\_\_  
Print Name: Michele Holden  
Print Title: Assistant Secretary

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