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J. Shivers MAR 08 2011

ARTICLES OF INCORPORATION
OF
Judah Family Services, Inc.
A FLORIDA NONPROFIT CORPORATION

ARTICLE I
NAME

The name of the corporation ("Corporation") is *Judah Family Services, Inc.*

ARTICLE II
ENABLING LAW

This corporation is organized pursuant to the Florida Not for Profit Corporation Act.

ARTICLE III
PRINCIPLE ADDRESS

The principal place of business and mailing address shall be located at 7601 Forest City Road
Orlando, FL 32810.

ARTICLE IV
PURPOSE

Judah Family Services, Inc. is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation shall act and operate as a charitable organization in lessening the burdens of government, providing relief to the poor and distressed or underprivileged and promoting social welfare.

ARTICLE V
ORGANIZATION AND MANNER OF ELECTION

The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation.

- 5.1 The corporate powers and management of the Corporation shall be vested in, and exercised by a board of directors of not less than five (5) members and not more than eleven (11) members. The directors shall be elected at the annual meeting of the Corporation. All directors shall serve for staggered two-year terms, but when the annual meeting is not held or directors are not elected at the annual meeting, they may be elected at a special meeting called and held for that purpose. All directors of the Corporation shall have voting rights.

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- 5.2 Failure to elect Directors annually shall not dissolve the Corporation or impair its corporate existence of management, but the Directors then in office shall remain in office until their successors have been duly elected and installed.
- 5.3 The Board of Directors shall have the power to make, alter and amend the By-Laws establishing rules and regulations for the governing of the affairs of the Corporation. The By-laws may be amended by majority vote of the Board of Directors. The Board of Directors shall have the power to elect an executive committee consisting of three (3) or more members of the Board, which committee between meetings of the Board shall have power to act for the Board in all matters except amendment of the By-Laws.
- 5.4 The Board shall have the Authority to exercise all such other powers and to do all such lawful acts and things which this corporation might do, unless prohibited by applicable law or by the Articles of Incorporation, or by the By-Laws of the Corporation
- 5.5 No officer or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officers or Directors be subject to the payment of the debts or obligations of this Corporation. Further, no member of the Board of Directors of the Corporation who is a volunteer director, shall be personally liable to this Corporation or its directors for monetary damages for a breach of the director's or officer's fiduciary duty; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:
 - a. A breach of the director's or officer's duty of loyalty to the corporation;
 - b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 - c. A transaction from which the director or officer derived an improper personal benefit.

ARTICLE VI

POWERS AND LIMITATIONS ON POWERS

This corporation shall have all the powers and authority as are now or may hereafter be granted to not for profit corporations under the laws of the State of Florida.

- 6.1 No part of the net earnings shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying out of a program of propaganda or otherwise attempting to influence legislation. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under section 501 (c)(3) of the Internal Revenue Code.
- 6.2 The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and the private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation.

**ARTICLE VII
INCORPORATORS**

The name and address of each incorporator is as follows:

Stephan Davis
7601 Forest City Road
Orlando, FL 32810

Ruben Navas
7601 Forest City Road
Orlando, FL 32810

Steve Burkhalter
7601 Forest City Road
Orlando, FL 32810

**ARTICLE VIII
OFFICERS**

The officers of this corporation shall be a Chairman, Secretary, Treasurer, and such other officers as may be provided for in the bylaws.

- 8.1 The qualifications of officers, the time and manner of electing or appointing them, the duties of and the term of office, and the manner of removing officers shall be as set forth in the Bylaws.

**ARTICLE IX
LOCATION OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 7601 Forest City Road Orlando, FL 32810 and the name of this corporation's initial registered agent at such address is Stephan Davis.

**ARTICLE X
AMENDMENTS TO BYLAWS**

The Bylaws of the corporation shall be adopted at the first meeting of the Board of Directors and may be adopted, altered, amended, or repealed by a majority vote of the Board of Directors at any regular or special meeting of the Board, or by all directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed.

In the event of any meeting, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished in writing to each director of the corporation, at least ten (10) days prior to the meeting at which such Bylaws alteration shall be voted upon.

**ARTICLE XI
TERM OF EXISTENCE**

This corporation shall commence corporate existence upon the date of signing these articles of incorporation by the incorporators and shall have perpetual existence unless it shall be dissolved pursuant to the laws of the State of Florida and these Articles of Incorporation.

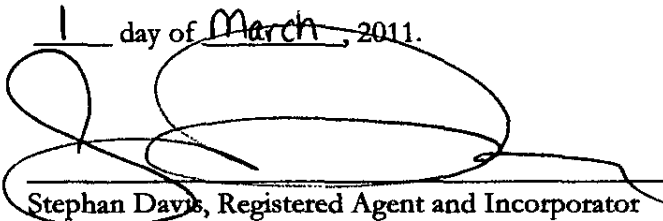
**ARTICLE XII
DISSOLUTION**

- 12.1 Upon dissolution or winding up of this corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such scientific, educational and charitable organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine or to the Federal Government or to a State or local government, for a public purpose.
- 12.2 Any assets not so disposed of shall be disposed of by the appropriate Court of the State of Florida 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. None of the assets will be distributed to any members, directors, or officers of this corporation.

The undersigned, having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate and one of the incorporators of this corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, am familiar with and accept the appointment as registered agent and agree to act in this capacity.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this

1 day of March, 2011.


Stephan Davis, Registered Agent and Incorporator

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