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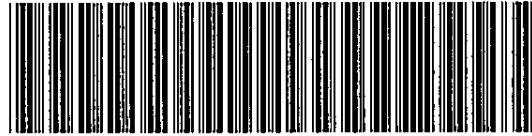
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SECRETARY OF STATE
TALLAHASSEE, FL 32399

T. Burch APR 25 2012



PHILIP M. SPRINKLE II
t: (404) 962-3573
(888) 360-9093
f: (866) 811-7365
e: psprinkle@balch.com

April 18, 2012

BY U.S. MAIL

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

Re: Families First of Palm Beach County Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing please find an original of the Articles of Incorporation for the above-referenced entity. Also enclosed is one (1) additional copy to be certified and returned to our office using the self-addressed stamped envelope provided. We have included a check in the amount of \$78.75 to cover the fees associated with this request.

Should you have any questions or require additional information, please do not hesitate to contact me at (888) 360-9093.

Your assistance is greatly appreciated.

Sincerely,

Philip M. Sprinkle II

Philip M. Sprinkle II

PMS:dh

cc: Ms. Julie Swindler, Executive Director (with enclosures)

Enclosures

**ARTICLES OF INCORPORATION
OF
FAMILIES FIRST OF PALM BEACH COUNTY FOUNDATION, INC.**

Families First of Palm Beach County Foundation, Inc. is a Florida not for profit corporation under the provisions of Chapter 617, Corporations Not for Profit, of Title 36 of the Florida Statutes, as amended, and sets forth the following:

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation shall be: Families First of Palm Beach County Foundation, Inc. (hereinafter, Families First of Palm Beach County Foundation, Inc. shall be referred to as the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The street and mailing address of the initial principal office of the Corporation shall be 3333 Forest Hill Blvd.--2nd Floor, West Palm Beach, FL 33406.

**ARTICLE III
POWERS**

The Corporation shall have the powers conferred upon not for profit corporations by Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof, or as amended, and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein; provided, however, that, notwithstanding the foregoing, the Corporation shall not, under any circumstances, execute any power or transact any business which could be in conflict with Section 501(c) or Section 509(a)(3) of the Internal Revenue Code of 1986, as amended (the "Code"); provided further, however, that the Corporation's operations may be restricted as provided herein.

**ARTICLE IV
PURPOSES**

The Corporation is organized to foster and support charitable, scientific, literary, medical and educational purposes within the meaning of Section 501(c) of the Code (or any corresponding provision of the Code as from time to time may be enacted). The Corporation is specifically established to serve as a support organization, as such term is used and defined in Section 509(a)(3) of the Code and the applicable Treasury Regulations, and its sole operative purpose, by and through fundraising operations, shall be to promote and support the mission, goals and activities of Children's Case Management Organization, Inc. d/b/a Families First of Palm Beach County, a Florida not for profit corporation recognized as tax-exempt under Section 501(c)(3) of the Code (sometimes hereinafter referred to as "CCMO").

ARTICLE V
TAX-EXEMPT OPERATIONS

The Corporation shall have and may exercise all powers and authorities now or hereinafter conferred upon not for profit corporations under the laws of the State of Florida, as amended. However, no part of its net earnings shall inure to the benefit of any incorporator, Director, Officer, employee or agent of the Corporation or any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for, or on behalf of the Corporation effecting one or more of the Corporation's purposes. No incorporator, Director, Officer, employee or agent or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution. Furthermore, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code, or similar statutes, for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidates of public office.

ARTICLE VI
MEMBERS

The Corporation shall have no members.

ARTICLE VII
DIRECTORS

Except for the initial Board of Directors described herein, the governance and operations of the Corporation will be supervised by a Board of Directors composed of individuals appointed by CCMO (sometimes hereinafter referred to as the "CCMO Appointed Directors") or individuals elected by the self-perpetuating Board of Directors of the Corporation as provided in the Bylaws of the Corporation; provided, however, that these Articles of Incorporation or the Bylaws may restrict all or any number of activities of the Corporation so that such activities cannot, without the approval of a majority of the CCMO Appointed Directors, be undertaken. The Board of Directors of the Corporation shall consist of not less than three (3), but no more than fifteen (15), persons. The elected directors shall be subject to staggered term provisions, as defined in the Bylaws adopted by the Corporation.

The initial Board of Directors responsible for the governance and operation of the Corporation from and after its incorporation and until such time as Bylaws have been adopted and a new or additional members of the Board of Directors are elected or appointed, as the case may be, pursuant to the provisions of the Bylaws will consist of the following individuals, each of whom shall be authorized to act as a Director of the Corporation from and after the date of incorporation and which individuals shall sometimes be collectively referred to herein as the "Initial Directors" and all of whom shall be considered to be CCMO Appointed Directors:

NAME	ADDRESS
Mr. James R. Nau	NCCI 17574 Lake Park Road Boca Raton, FL 33487
Mr. Joel Dowley	Two Men and a Truck 4439 Westroads Drive West Palm Beach, FL 33407
Ms. Jo Ann Sears	230 Dyer Road West Palm Beach, FL 33405

ARTICLE VIII **DISSOLUTION**

Upon the dissolution of the Corporation and as long as the Corporation has no members, the Board of Directors shall, after a majority vote of the then current directors, adopt a plan of distribution of the assets of the Corporation and the same shall be filed with the Department of State. Such plan of distribution of assets shall provide for the payment or make provision for the payment of all liabilities of the Corporation, convey, for public purposes consistent with the purposes of the Corporation, any remaining assets of the Corporation to CCMO, providing the same is in existence at such time and qualifies as a tax exempt organization under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of in a manner consistent with the provisions of Section 617.1406 of the Florida Statutes, as it exists on the date hereof, or as amended.

ARTICLE IX **LIABILITY AND INDEMNIFICATION**

Section 1. To the fullest extent that Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof or as amended, permits the limitation or elimination of the liability of officers, directors or volunteer agents of a not for profit corporation, a director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the fullest extent permitted and in the manner prescribed by Chapter 617 of Title 36 of the Florida Statutes and any other applicable law, regulation or judicial interpretation, the Corporation shall indemnify (including, if applicable and in the discretion of the Board of Directors, the advancement of costs and expenses inclusive, without limitation, of attorneys' and paraprofessionals' fees and costs, whether or not litigation is commenced and, if so commenced, through all trial and appellate procedures) a director or officer of the Corporation who is, was or may be a party to any proceeding by reason of the fact that he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 3. Pursuant to, among other sections of the Florida Statutes as amended, Section 617.0831 of the Florida Statutes as amended, indemnification or advancement of expenses shall not be made to or on behalf of any Director, officer, employee, or agent of the Corporation if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the Director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the Director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a member, if any, of the Corporation.

ARTICLE X

BYLAWS

The Bylaws of the Corporation shall be adopted by the Initial Directors named herein. Thereafter, the Bylaws of the Corporation may be altered, amended or repealed and new or other Bylaws may be made and adopted by the Board of Directors; provided, however, that, following the adoption of the Bylaws of the Corporation by the Initial Directors, no changes or amendments to the Bylaws shall have any force and effect unless and until approved by a majority of the CCMO Appointed Directors; provided further, however, that the Bylaws may be amended, in whole or in part, at any time by any unanimous action of the CCMO Appointed Directors; and provided further, however, that such amendments, in whole or in part, are not inconsistent with law or any provisions of these Articles of Incorporation.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Board of Directors of the Corporation; provided, however, that no changes or amendments to the Articles of Incorporation shall have any force and effect unless and until approved by a majority of the CCMO Appointed Directors; provided further, however, that the Articles may be amended, in whole or in part, at any time by any unanimous action of the CCMO Appointed Directors.

ARTICLE XII

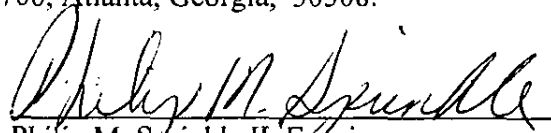
REGISTERED AGENT AND REGISTERED OFFICE

The street address of the Corporation's initial registered office is 3333 Forest Hill Blvd.--2nd Floor, West Palm Beach, FL 33406. The name of the Corporation's initial registered agent is Ms. Julie Swindler.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator are: Philip M. Sprinkle II, Esquire, Balch & Bingham, LLP, 30 Ivan Allen Jr. Blvd. NW, Suite, 700, Atlanta, Georgia, 30308.

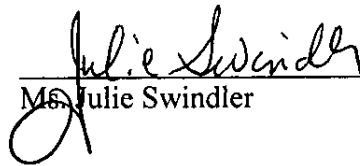
Dated: April 18, 2012


Philip M. Sprinkle II, Esquire
Florida Bar Number: 724890

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to Section 617.0501 of the Florida Statutes and having been named as registered agent with the authority to accept service of process on behalf of Families First of Palm Beach County Foundation, Inc. at the place designated in these Articles of Incorporation, 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.

Dated: April 18, 2012


Ms. Julie Swindler

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