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SECTION OF STATE
ATTORNEY GENERAL
TALLAHASSEE, FLORIDA

13 MAY 30 AM 10:46

FILED

COVER LETTER

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

SUBJECT: Institute for Family Connections Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Marie D. Mason
Name (Printed or typed)

720 W. Martin Luther King Jr. Blvd, Suite B
Address

Tampa, Florida 33603
City, State & Zip

813-223-4260
Daytime Telephone number

masonm@iflcorp.org
E-mail address: (to be used for future annual report notification)

13 MAY 30 AM 10:46
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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
INSTITUTE FOR FAMILY CONNECTIONS INC.**

We, the undersigned subscribers, do hereby form this corporation under the provisions of the Not-For-Profit corporation statutes of the state of Florida.

ARTICLE I

CORPORATE NAME AND ADDRESS OF CORPORATION

The name of the corporation shall be:

INSTITUTE FOR FAMILY CONNECTIONS INC.

The address of the corporation shall be:

720 WEST MARTIN LUTHER KING JR. BLVD, SUITE B
TAMPA, FLORIDA 33603

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 MAY 30 AM 10:46

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ARTICLE II

DURATION

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

CORPORATE PURPOSE: POWERS

The purpose for which this Corporation is organized to operate exclusively for charitable, religious, educational, scientific, literary purposes, including providing or arranging services for at-risk families and children within the meaning of Section 501(c)(3) of the Internal Revenue Revised Code of 2011, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the internal Revenue Code (or the corresponding section of any future Internal Revenue Law of the United States).

1. The Corporation shall without limiting the generality of foregoing, the purpose and activities of the Corporation is as follows:

- A) This corporation is established to provide a community based service program to support and improve the lives and skills of children and families by providing an array of integrative services. It will work to strengthen the family system and maintain both children and adults in transition; and encourage and advance self-determination and self-reliance by providing education, skill building training, housing assistance, and social service assistance.
- B) Provide a safe and humane community-based program for the care and protection of individuals who are, have been, or may be subject to compulsory care, supervision, treatment and/or incarceration in public or private institutions.
- C) Provide therapeutic assessments which will include but is not limited to, behavioral and developmental, individual and family counseling, play therapy, psycho-educational and psychotherapeutic groups, bio-psychosocial assessment, and health and wellness counseling.
- D) Provide for the planning, development and implementation of community-based human services to include, but not limited to, specialized education, respite care, non-residential care, recreation, training, and advocacy.
- E) Provide protection to children from abuse and cruelty, or the placing of children not otherwise provided for in families or other alternative placement.
- F) Provide and promote safety, education, housing, and training to children and families who are, have been, or may be subject to disruption and/or transitional issues.
- G) Cooperate and/or collaborate with and assist in any program of the government of the United States of America, the government of the state of Florida or any local government, or of any private cooperation, association or organization, or person, in the planning, development, implementation and evaluation of community-based alternative programs to institutional programs.
- H) In furtherance of the foregoing, request, receive, hold and utilize funds, appropriations for grants made available for such purpose by the government of the United State of America, the government of the State of Florida or any local government and to request, receive, and hold and utilize contributions, gifts or grants made available for such purpose by any private individual, organization, corporation, or foundation.

- I) Do all things necessary, suitable, proper, convenient, and incidental to the foresaid purposes or which may be done by a non-profit corporation organization for such purposes under the laws of the State of Florida.

2. As a means of accomplishing the above purposes and the methods, the Corporation shall have the following powers:

- A) To accept, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal of whatever kind, nature of description and wherever situated.
- B) To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.
- C) To borrow money, and from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bill of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation whenever situated, whether now owned or hereafter to be acquired.
- D) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions are not in conflict with the provisions of 501(c)(3) of the Internal Revenue Code of 2011 and applicable regulations hereunder, as they now exist or as they may be amended.

3. Notwithstanding any provision of these Articles to the contrary, in the conduct of the affairs, of the corporation:

- A) The Corporation shall neither have nor exercise any power, nor shall it engage directly in any activity, that would invalidate its status:
 - (1) as a corporation which is exempt from federal income taxation and organization described in Section 501(c)(3) of the Internal Revenue Code of 2011 (or the corresponding provision of any future United States Internal Revenue Law); **or**
 - (2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 2011 (or the

corresponding provision of any future United States Internal Revenue Law).

- B) The property of the Corporation is irrevocably dedicated to charitable, educational, and literary purposes; and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this article.
- C) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it 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 any candidate for public office, under applicable federal, state or local laws.
- D) The Corporation shall not:
 - (1) operate for the purpose of carrying on a trade or business for profit, except for minor fund raising activities;
 - (2) accumulate income, invest income, or divert income, in a manner endangering its exempt status, except for prudentially defined treasury management activities; **or**
 - (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.
- E) The Corporation's operations are to be conducted principally in the United States of America, although the Corporation also may conduct operations in other foreign countries, subject, however, to the laws of Florida.

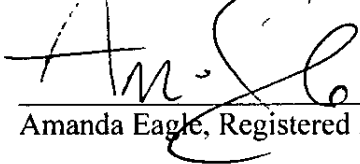
ARTICLE IV

REGISTERED OFFICE AND AGENT

The corporation has named Amanda Eagle as its registered agent. The registered office of the corporation and registered agent's office is 720 West Martin Luther King Jr. Blvd, Suite B Tampa, Florida 33603. Amanda Eagle, as the corporation's registered agent, will accept services of process within the state of Florida and a director of the Corporation.

Having been named as registered agent to accept services of process for the above stated corporation, at the place designed in this certificate, I am familiar with and accept the

appointment as registered agent, and I hereby agree to act in this capacity in complete performance of my duties.


Amanda Eagle, Registered Agent

5/26/13
Date

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

- A. The initial number of directors of the corporation shall be three (3).
- B. Directors shall be elected pursuant to the manner stated in the By-Laws adopted by the Directors. The number of Directors of the Corporation may be increased or decreased from time to time pursuant to the By-Laws, but shall never be less than three (3).

ARTICLE VI

DIRECTORS AND/OR OFFICERS

The Corporation's initial Board of Directors shall be comprised of the following natural persons' name, address, and specific title(s) for each of the members as follows:

<u>Name</u>	<u>Title</u>	<u>Street Address</u>
Marie D. Mason	Director	8245 Cressida Court Land O' Lakes, FL 34637
Amanda Eagle	Director	8245 Cressida Court Land O' Lakes, FL 34637
Heidi Greenslade	Director	1510 Barr Drive Tampa, FL 33603

ARTICLE VII

CORPORATE NATURE

This Corporation is organized under a non-stock basis.

ARTICLE VIII

MEMBERS

- 8.1 **Number of Member.** The Corporation shall have only ONE (1) member ("Member").
- 8.2 **Membership Certificates.** No membership certificates shall be issued to the Member.
- 8.3 **Termination.** The Corporation cannot terminate the membership.
- 8.4 **Transferability.** The Member cannot transfer its membership in the Corporation without amendment to these Articles of Incorporation.
- 8.5 **Voting.** The Corporation shall have only ONE (1) class of membership issued and outstanding, and this membership class shall have all voting power to elect directors.
- 8.6 **Name of Member.** The sole Member of the Corporation shall be The Institute for Family Learning Inc., a Florida for-profit corporation organized as of June 2011 (the "Sole Member").
- 8.7 **Reservation of Rights to Member.** The advance approval of the Sole Member shall be required for each of the following actions by the Corporation:
- a. Amendment of the Corporation's Articles of Incorporation and Bylaws;
 - b. Changes to the mission statement of the Corporation;
 - c. Changes to the fiscal year of the Corporation;
 - d. The Corporation's annual capital and operating budgets;
 - e. The strategic plan and fund raising campaigns of the Corporation;
 - f. The merger, consolidation, dissolution, or joint venture of the Corporation;
 - g. The sale or other transfer of substantially all of the assets of the Corporation or any other change causing a fundamental reorganization of the Corporation;
 - h. The purchase of an asset with a price of more than Five Thousand Dollars (\$5,000) if such purchase is not included in the annual capital or operating budget;
 - i. The sale or disposition of any asset with a value of more than Five Thousand Dollars (\$5,000);
 - j. Entering into a contract which will require the expenditure by the Corporation of more than Five Thousand Dollars (\$5,000) in any TWELVE (12) month period if such expenses are not included in the annual capital or operating budget;
 - k. Policies applicable to all employees;
 - l. Documents reflecting the philosophy, purpose, programs and services of the Corporation;
 - m. Establishment of affiliates or subsidiaries of the Corporation; and
 - n. Incurrence of indebtedness of more than Five Thousand Dollars (\$5,000), if such debt not included in the annual capital or operating budget

ARTICLE IX

DISSOLUTION

Upon the dissolution of the Corporation, all of the Corporation's assets, real and personal, shall be distributed to such charitable organization or organization as are qualified as tax-exempt under section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal income tax laws, as the Board of Directors of the Corporation shall determine. However this action is only to occurred after payment or making provisions for the payment of all debts, obligations, liabilities, cost and expenses of the Corporation for one or more exempt purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any of the property or assets not so disposed of, for whatever reason, shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then located, exclusively to such charitable organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE X

AMENDMENTS

10.1 **Bylaws.** The Bylaws of the Corporation are to be made and adopted by the Board of Directors and the Sole Member and may be altered, amended or rescinded as provided therein, subject to the approval of the Sole Member.

10.2 **Amendments.** The Corporation reserve the right to amend or repeal any provision contained in these Articles of Incorporation may be adopted by two thirds (2/3) of a majority of the directors and the approval of the Sole Member.

10.3 **Indemnification and Immunity from Civil Liability.** The Corporation shall indemnify each Director and Officer, including former Directors and Officers to the fullest extent allowed by law, including but not limited to Florida Statues Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the fullest extent provided under Florida Statue Chapter 617 and other similar laws.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Marie D. Mason, Director/Owner
Institute for Family Learning Inc.
720 West Martin Luther King Jr. Blvd, Suite B
Tampa, Florida 33603

The undersigned incorporator has executed these Articles of Incorporation this 26th day of May 2013.



Marie D. Mason, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

IN WITNESS WHEREOF, Marie D. Mason after presenting proper identification (Florida driver's license) subscribers to the Article of Incorporation of Institute for Family Connections Inc., have set their hands and seals and acknowledge and file the foregoing Article of Incorporation under the not-for-profit this 26th day of May, 2013.



AMANDA EAGLE
MY COMMISSION # EE 097666
EXPIRES: May 26, 2015
Bonded Thru Budget Notary Services

ASE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

13 MAY 30 AM 10:46

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