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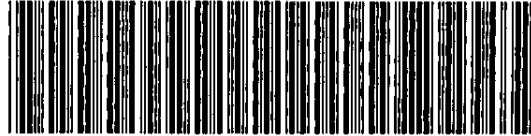
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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15 MAR 27 11:10:03

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

March 12, 2015

FOR ALL WHO CARE INC.  
305 EAST 21ST STREET  
JACKSONVILLE, FL 32206

SUBJECT: FOR ALL WHO CARE, INC. (F.A.W.C., INC.)  
Ref. Number: W15000017879

We have received your document for FOR ALL WHO CARE, INC. (F.A.W.C., INC.) and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

The name of the entity must be identical throughout the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 115A00005104

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15 MAR 27 PM 12:08  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION      FILED**

**OF**

**F.A.W.C., Inc.**

15 MAR 27 PM 12:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopt the following Articles of Incorporation for such Corporation.

**Article One**

**NAME**

The name of this body shall be F.A.W.C., Inc., hereafter referred to in this document as the Corporation.

**Article Two**

**FAITH-BASED NON PROFIT ORGANIZATION**

We of F.A.W.C., Inc. publicly declare that we are a Faith-Based nonprofit organization, not being operated for financial gain or profit of any person or group, and all the net receipts of the aforementioned organization shall be used only for religious, charitable, and educational purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue Law.

## **Article Three**

### **PURPOSES**

The purpose for which this faith-based social agency is formed shall be:

To educate youth and their family through the promotion of pro-social behaviors. To serve as a connection between the youth and families we serve and the available youth and family services in our community. To empower youth to develop a greater pride in self and community by helping to address their physical, emotional and spiritual needs. To guide youth toward the development of virtues that will help them successfully navigate their journey through adolescence to adulthood. To provide ways and means by which the above objectives may be obtained.

The Corporation shall have the right to process, buy, mortgage, sell, lease, barter and exchange real and personal property, to borrow money, collect funds, receive gifts and legacies as it may judge necessary for the attainment of these objects.

## **Article Four**

### **MEMBERSHIP**

The Corporation shall not be operated as a membership organization.

## **Article Five**

### **BOARD OF TRUSTEES**

1. The Board of Trustees, which shall consist of not less than five (5) members, shall direct the affairs of this corporation.
2. The initial Trustees shall be deemed to have been set in office as of the time the Articles of Incorporation were approved and filed with the Secretary of State, State of Florida. Each initial Trustee shall hold office for life unless they are deemed by the other Board members to be guilty of immoral behavior or they resign or retire. Each other trustee is subject to the appointment process described herein and is also subject to early termination for immoral behavior by a vote for removal from the majority of the other Trustees. Thereafter, in the event of a vacancy on the Board of Trustees, whether caused by resignation, removal, death, or expansion of the Board, the Trustees then serving shall suggest the name of a person deemed to be qualified to serve. If there be no unresolved

objection on the part of the Board of Trustees, the person so suggested shall be set in office as a Trustee; but if there be an unresolved objection, the Trustees shall suggest another name, and the process shall continue until the vacancy or vacancies shall have been filled.

3. The Board of Trustees, by unanimous vote shall have the authority to establish reasonable compensation of all Trustees or officers for service to the corporation.
4. An annual meeting of the board of Trustees shall be held on the third Thursday in the month of January. The Board of Trustees shall determine the time and place of the meeting and may change the date to avoid legal holidays. The meeting will be for the purpose of holding elections and for the transaction of such other business as may come before the meeting.
5. Meetings of the Board of Trustees, regular or special, may be held either within or without the State of Florida.
6. Regular meetings of the Board of Trustees may be held upon such notice, or without notice, at such time and such place as from time to time may be determined by the Board.
7. Special meetings of the Board of Trustees may be called by the President upon notice to each Trustee, either personally, or by regular or electronic mail.
8. Attendance of a Trustee at any meeting shall constitute a waiver of any notice of such meeting that may have been required by or under any law, state or regulation. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Trustees need be specified in the notice of waiver of notice of such meeting.
9. A majority of the Trustees shall constitute a quorum for the transaction of business. The active majority of the Trustees present at any meeting of which a quorum is present shall by the act of the Board of Trustees, unless the act of a greater number is required by statutes or by the Articles of Incorporation. If a quorum shall not be present at any meeting of the Trustees, the Trustees present at such meeting may adjourn the meeting without notice, other than an announcement at the meeting, until a quorum shall be present.
10. Any action required or permitted to be taken at a meeting of the Trustees may be taken without a meeting when consent for such action has been given in writing. Such written consent shall set forth the actions taken, shall specifically identify the Yea or Nay vote of the Trustees, and shall be signed by all of the Trustees entitled to vote with respect to the subject matter thereof.

## **Article Six**

### **OFFICERS**

1. The officers of the Corporation shall be President, Executive Vice President, Secretary, Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Board shall elect the following officers:

1. President
2. Executive Vice-President
3. Secretary
4. Treasurer.

The Board may appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time by the Board. Any two or more offices may be held by the same person, except the office of the President and Secretary.

2. **Election of Board** – Each Board member shall be elected by a majority vote of the Board of Trustees. Election of Board members shall occur at each annual meeting of the Board of Trustees. Each director shall hold office until the annual meeting when his/her term expires and until his/her successor has been elected and qualified, or until such time as a quorum of trustees determine that a trustee is legally incompetent to perform the duties of their office or is guilty of engaging in criminal or immoral behavior, as determined by a full investigation set forth in a manner that is reviewable by a reviewing court or other administrative agency or as set forth in the governing bylaws.

3. Any Board member or officer may be removed by a three-quarters vote of the Board whenever in their judgment the best interest of the Corporation would be served thereby.

4. **President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and preside over all of the business affairs of the corporation. He shall preside at all meetings of the Board. He may sign, accompanied with the Secretary or any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board have authorized to be executed, except in cases where the signing and execution thereof shall be delegated by the Board or by these bylaws or by statute to some other officer or agent of the Corporation; and in general, he/she shall perform all duties incident to the office of President.

The President may be replaced by a four-fifths vote of the Board only on grounds of

Immorality or incompetence. Otherwise, his replacement will be upon his retirement or resignation.

The President shall have final authority to employ or dismiss any staff member or office personnel.

5. **Executive- Vice President.** In the absence of the President, or in the event of his inability to act the Executive Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Executive Vice President shall perform such duties as from time to time may be assigned to him by the President.

The Executive President may be replaced by four-fifths vote of the board only on the grounds of immorality or incompetence, otherwise his replacement will be upon his retirement or resignation

6. **Secretary** - shall keep the minutes of the meetings of the Board in one or more of the books provided for that purpose; give all notices in accordance with the provisions of these bylaws or as required by law; be custodian of the Corporation records and the seal of the Corporation; affix the seal of the Corporation to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time be assigned to him/her by the President or the Board.

The Secretary may be replaced by four-fifths vote of the board only on the grounds of immorality or incompetence, otherwise his/her replacement will be upon their retirement or resignation

7. **Treasurer.** If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He/she shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President of the Board.

The Treasurer may be replaced by four-fifths vote of the board only on the grounds of immorality or incompetence, otherwise his/her replacement will be upon their retirement or resignation.

8. **Assistant Treasurers and Assistant Secretaries.** If required by the Board, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with sureties as the Board shall determine. The Assistant Treasurers and Assistant Secretaries in general shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board.

## **Article Seven**

### **INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES**

The Corporation shall indemnify any trustee, officer or employee, or former trustee, officer or employee of the Corporation, or any person who may have served at its request as trustee, officer or employee of another corporation in which it owns shares of stock or of which it is a creditor, against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such trustee, officer or employee, except in relations to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Trustee, officer or employee the reasonable costs of settlement of any such action, suit or proceeding if it shall be found by a majority of a committee composed of the Trustees not involved in the matter in controversy (whether or not a quorum), that it was to the interest of the Corporation that such Trustee, officer or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such Trustee, officer or employee may be entitled under any By-Law agreement, or otherwise.

## **Article Eight**

### **CONTRACTS**

The Board of Trustees, except as in these By-Laws otherwise provided, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Trustees, no officer, agent, or employee shall have any power of authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniary for any purpose or for any amount.

## **Article Nine**



## **FINANCES**

Funds of this corporation shall be raised by voluntary donation, secured upon the merits of the causes with which appeals are made; bequest; grant awards; or income property that may be acquired. The Board of Trustees shall prepare an annual budget for the Corporation fiscal year operations.

### **Article Ten**

## **EXEMPT ACTIVITIES**

Notwithstanding any other provision of these By-Laws, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

### **Article Eleven**

## **NOTICE**

1. Any notice of Trustees or officers of the Corporation shall be in writing and shall be delivered personally or mailed to their respective addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited by the United States mail, postage prepaid.
2. Whenever any notice is required to be given under the provisions of the statutes or under the Articles of Incorporation or these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

### **Article Twelve**

## **CHECKS**

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Trustees may from time to time designate.

### **Article Thirteen**

#### **FISCAL YEAR**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Trustees, and shall end on December 31<sup>st</sup> of each year unless changed by action of the Board of Trustees.

### **Article Fourteen**

#### **CORPORATE SEAL**

The Corporate seal, if used, shall be in such form as may be prescribed by the Board of Trustees. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

### **Article Fifteen**

#### **AMENDMENTS**

These By-Laws may only be amended or repealed at a meeting of the Board of Trustees duly called for the specific purpose of amending or repealing the same.

### **Article Sixteen**

#### **Business Address**

The street address of the Corporation is 305 East 21<sup>st</sup> St., Jacksonville, FL 32206, and the mailing address is the same: 305 East 21<sup>st</sup> St., Jacksonville, FL 32206.

### **Article Seventeen**

#### **DISSOLUTION**

This Corporation may be dissolved only pursuant to the agreement of the Board of Trustees.

Upon dissolution of the Corporation,, assets shall e distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provision 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 such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located. Exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article Eighteen**

### **Initial Officers**

Andrew L. Bush, President  
9076 1<sup>st</sup> Avenue  
Jacksonville, FL 32208

Clarence Frederick, Executive Vice Presidents  
1149 E. Union St.  
Jacksonville, FL 32206

Shawntrell Frederick, Secretary  
1149 E. Union St.  
Jacksonville, FL 32206

Essie J. Bush, Treasurer  
9076 1<sup>st</sup> Avenue  
Jacksonville, FL 32208

## **Article Nineteen**

### **Registered Agent**

The name and Florida street address of the registered agent is :

Shawntrell Frederick  
305 East 21<sup>st</sup> St.,  
Jacksonville, FL 32206

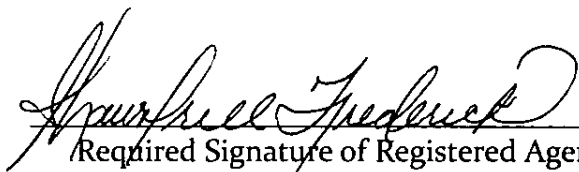
## Article Twenty

### Incorporator

The name and address of the Incorporator is :

Andrew L. Bush  
9076 1<sup>st</sup> Avenue  
Jacksonville, FL 32208

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate. I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Required Signature of Registered Agent

3.24.15  
\_\_\_\_\_  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
\_\_\_\_\_  
Required Signature of Incorporator

3/24/15  
\_\_\_\_\_  
Date

FILED  
15 MAR 27 PM 12:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA