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**FLORIDA PROFIT/NON PROFIT CORPORATION
CHILDREN & FAMILY PARTNERSHIP OF PASCO / PINELLAS,**

I

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**ARTICLES OF INCORPORATION
OF
CHILDREN & FAMILY PARTNERSHIP OF PASCO / PINELLAS, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)**

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

**ARTICLE I
NAME**

The name of the corporation is CHILDREN & FAMILY PARTNERSHIP OF PASCO / PINELLAS, INC., its principal and mailing address is 100 Starcrest Drive, Clearwater, FL 33765 (the "Corporation").

**ARTICLE II
NOT-FOR-PROFIT CORPORATION**

This Corporation is organized as a not-for-profit corporation pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes and shall have all of the powers, duties, authorizations, and responsibilities as provided therein. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision or provisions of any subsequent United States Internal Revenue Law or Laws (the "Internal Revenue Code").

**ARTICLE III
PURPOSE**

The Corporation is organized exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code or successor statutory provision, including the following purposes and provisions:

- (a) for the primary purpose of acting as the lead agency for community-based child welfare services in Pinellas and Pasco Counties, Florida pursuant an agreement with Florida Department of Children and Families in accordance with Section 409.1671, Florida Statutes;
- (b) to deliver child welfare and family-related services;
- (c) to operate exclusively as an organization which qualifies under Section 501(c)(3) of the Code;

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(d) no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

(e) the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual;

(f) the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

(g) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 501(c)(3) of the Code.

ARTICLE IV **MEMBERSHIP**

The Corporation shall be organized as a membership organization.

ARTICLE V **INCORPORATOR**

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

NAME**ADDRESS**

Randy K. Sterns

1801 North Highland Avenue
Tampa, Florida 33602

ARTICLE VI **OFFICIAL BOARD/OFFICERS**

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: Board

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Chairperson, Vice Chairperson, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or rescinded in a manner provided in the Bylaws.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not For Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

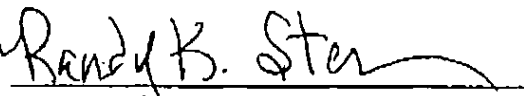
ARTICLE X
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to its sole member, Eckerd Youth Alternatives, Inc., as an organization described in Section 501(c)(3) of the Code, or to a public charity with similar purposes that qualifies as a tax-exempt charity under Section 501(c)(3) of the Code.

ARTICLE XI
INDEMNIFICATION

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 28th day of February, 2020.


Randy K. Stern

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CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to the provisions of §§48.091 and 607.0501, *Florida Statutes*, **CHILDREN & FAMILY PARTNERSHIP OF PASCO / PINELLAS, INC.**, desiring to organize under the laws of the State of Florida, hereby designates BUSH ROSS REGISTERED AGENT SERVICES, LLC, as its Registered Agent for the purpose of accepting service of process within such State and designates 1801 N. Highland Avenue, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

**CHILDREN & FAMILY PARTNERSHIP OF
PASCO / PINELLAS, INC.**

By: 

Randy K. Sterns, Incorporator

ACKNOWLEDGMENT

BUSH ROSS REGISTERED AGENT SERVICES, LLC hereby accepts the appointment as Registered Agent of the above named corporation and agrees to act as such in accordance with the provisions of §§48.091 and 607.0505, *Florida Statutes*.

BUSH ROSS REGISTERED AGENT SERVICES, LLC

By: 

Randy K. Sterns, Vice President