

7/7/23 3:22 PM

Division of Corporations

N23000008232

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H23000239058 3)))



H230002390583ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : NELSON MULLINS RILEY & SCARBOROUGH, CORPORATE
Account Number : 120160000074
Phone : (407)839-4277
Fax Number : (407)839-4264

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: Gerry.Glynn@EmbraceFamilies.org

FLORIDA PROFIT/NON PROFIT CORPORATION

National Center - SEE ARTICLES FOR FULL ENTITY NAME

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
NATIONAL CENTER ON COMMUNITY BASED CHILD WELFARE, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation ("Articles") to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I - Name

The name of the Corporation shall be NATIONAL CENTER ON COMMUNITY BASED CHILD WELFARE, INC. (the "Corporation").

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 901 N. Lake Destiny Rd. Ste. 400, Maitland, Florida 32751.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) (the "Code"). Specifically, the Corporation will promote and assist with the formation and operation of exempt organizations under Section 501(c)(3) of the Code that have as one of the primary purposes of ensuring children grow up safe, healthy, and fulfilled in families that love and nurture them.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall only engage in activities permitted to be engaged in by corporations qualified as exempt organizations under Section 501(c)(3) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Fax Audit Number: H23000239058 3

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 901 N. Lake Destiny Rd. Ste. 400, Maitland, Florida 32751, and the name of the initial registered agent of the Corporation at that address is Gerard Glynn.

ARTICLE VI - Directors

- A.

The initial number of directors of the Corporation shall be four (4).
- B.

The number of directors may be either increased or diminished from time to time in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.
- C.

Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.
- D.

Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E.

The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Glen Casel	c/o Embrace Families, Inc. 901 N. Lake Destiny Road Suite 400 Maitland, FL. 32751
Wayne Carson	c/o ACH Child and Family Services, Inc. 3712 Wichita Street Fort Worth, Texas 76119
Michael Patrick	c/o TFI Family Services, Inc. PO Box 2224 Emporia, KS 66801
Carrie Bolm	c/o Missouri Alliance for Children and Families, LLC PO Box 104265

Fax Audit Number: H23000239058 3

Jefferson City, MO 65110

F. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation, and shall have the qualifications set forth in the Bylaws.

ARTICLE VII – Quorum

A quorum of directors consisting of less than a majority, but no fewer than the minimum number of directors prescribed by the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, is hereby authorized. The Bylaws shall specify the quorum requirements in compliance with this Articles.

ARTICLE VIII – Incorporator

The name and street address of the incorporator signing these Articles is:

Name
Gerard Glynn

Street Address
901 N. Lake Destiny Rd., Ste. 400
Maitland, Florida 32751

ARTICLE IX - Members

Membership in this Corporation shall be in the manner prescribed in the Bylaws of Corporation.

ARTICLE X - Amendment to Articles and Bylaws

These Articles and the Bylaws may be amended as authorized by the Bylaws of the Corporation.

ARTICLE XI - Dissolution

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively to organizations exempt under Section 501(c)(3) of the Code.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to one or more organizations that qualify as an exempt organization under Section 501(c)(3) of the Code and are organized and operated for a purpose consistent with, related to, or in furtherance of the purpose of the Corporation (including, without limitation, to provide child welfare and housing services).

Fax Audit Number: H23000239058 3

ARTICLE XII – Other Provisions

Notwithstanding any other provision set forth in these Articles, at any time during which it is deemed a private foundation, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Code; the Corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Code; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code. Any reference in these Articles to any section of the Code shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

[Remainder of Page Left Blank; Signature Page to Follow]

FILED
23 JUL -1 AM 6:55
SPTV (K) 1
FAT FAX-LLC

Fax Audit Number: H23000239058 3

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7th day of July, 2023.

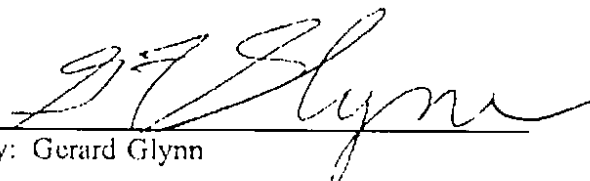
By: 
GERARD GLYNN

FILED
23 JUL - 7 AM 6:55
SUPERIOR COURT
FALLS CHURCH, VA

Fax Audit Number: H23000239058 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of NATIONAL CENTER ON COMMUNITY BASED CHILD WELFARE, INC.


By: Gerard Glynn

Dated the 7th day of July, 2023.

FILED
23 JUL -1 AM 6:55
SECRETARY OF STATE
TALLAHASSEE, FL