

THE LAW OFFICES OF
RONALD P. HANSEN

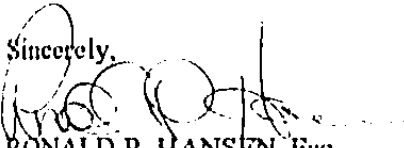
January 17, 1995

TO WHOM IT MAY CONCERN:

Please be advised that I, RONALD P. HANSEN, an attorney practicing in Hollywood, Broward County, Florida, hereby agree to serve and act as registered agent for the BROWARD COUNTY FOSTER PARENT ASSOCIATION, INC.

Should questions arise regarding my agreement to serve as such, or additional information needed, I may be reached at the above address or by phone at (305) 922-8458.

Sincerely,



RONALD P. HANSEN, Esq.



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

January 25, 1995

RONALD P. HANSEN
2722 TAYLOR STREET
HOLLYWOOD, FL 33020

SUBJECT: BROWARD COUNTY FOSTER PARENT ASSOCIATION, INC.
Ref. Number: W95000001690

We have received your document for BROWARD COUNTY FOSTER PARENT ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return 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 (904) 487-6928.

Agnes Bundick
Corporate Specialist

Letter Number: 795A00003074

THE LAW OFFICES OF
RONALD P. HANSEN

January 31, 1995

Mr. Agnes Bundick
Division of Corporations
Florida Dept. of State
P.O. Box 6327
Tallahassee, FL 32314

Dear Mr. Bundick;

Enclosed please find the corporate documents for Broward County Foster Parent Association, Inc which were returned to me on January 25, 1995. As required, the documents have been changed to contain within the designation of registered agent and registered office. Also, I have signed the document as registered agent accepting the designation.

I trust the enclosed documents now comply with all relevant statutes. Your cooperation in this matter is greatly appreciated. Thanks for your time. If you should have any questions, please contact me. Thanks again.

Sincerely,



RONALD P. HANSEN, ESQ.

RPH/smh

ARTICLES OF INCORPORATION
OF

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SECRET
TALLAHASSEE FLORIDA

BROWARD COUNTY FOSTER PARENT ASSOCIATION, INC.

We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation not for profit under the laws of the State of Florida, and do hereby subscribe and acknowledge the following Articles of Incorporation, to wit:

ARTICLE I

The corporation name shall be BROWARD COUNTY FOSTER PARENT ASSOCIATION, INC. 7447 MC KINLEY ST., HOLLYWOOD, FL 33024

ARTICLE II

This corporation shall have perpetual existence.

ARTICLE III

The general purpose of this corporation not for profit shall be to organize and operate exclusively for the benefit of foster, and HRS adoptive children and foster and HRS adoptive parents by providing educational and recreational support and advice and other non profitable purposes, no part of the net earnings of which inures to the benefit of any private shareholder.

To acquire by purchase, lease, or gift, both real and personal property, for the use and benefit of foster and HRS adoptive parents and foster and HRS adoptive children.

To take such other action as the membership shall direct and approve to keep the BROWARD COUNTY FOSTER PARENT ASSOCIATION, INC., a viable organization dedicated to the help, aid and benefit of foster and HRS adoptive parents and foster and HRS adoptive children.

To perform and provide facilities and services of whatsoever nature that are in the interests of foster and HRS adoptive parents and foster and HRS adoptive children as set forth above.

ARTICLE IV

The powers of the corporation shall include the following:

1. To contract and be contracted with, and all of the powers reasonably necessary to fulfill the obligations and perform the services arising out of any such contract or contracts, in order to procure for the membership such services as the membership shall direct and desire.
2. To engage in such other activities which in the opinion of the Board of Directors thereof shall be reasonably appropriate to the accomplishment of the purposes for which it is organized and the performance of its duties and obligations.
3. To enforce by legal means against any person, firm or corporation any right or privilege of the corporation whether it arises by contract, assignment, law or any other means.
4. To contract for the management of the corporation and to delegate to such contractor or contractors such powers and duties of the corporation as are deemed necessary to carry out the aforementioned management of the corporation, except such as are specifically required by these Articles to have the approval of the Board of Directors or the membership of the corporation.
5. To employ personnel to perform the services required for the proper operation of the corporation.
6. All funds and the title to all properties acquired by the corporation and the proceeds thereof shall be held in trust for the members in accordance with the provisions of these Articles of Incorporation and the by-laws.
7. The powers of the corporations shall be subject to and shall be exercised in accordance with the provisions of the by-laws.
8. This corporation shall have the power to function in any manner and for whatsoever purposes that it may deem proper or convenient in connection with any of the aforesaid purposes or otherwise, or that it may deem calculated directly or indirectly, to improve the interest of this corporation, and to do all things specified in Chapter 617 of the FLORIDA STATUTES, and to have and to exercise all powers conferred by the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter

be amended.

9. The foregoing powers shall, except where otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of these Articles of Incorporation, and shall be construed as purposes as well as powers, notwithstanding the expressed enumeration of purposes elsewhere in these Articles.

ARTICLE V

The membership of the corporation shall consist of all foster parents licensed by the Florida State Department of Health and Rehabilitative Services, and or HRS adoptive parents.

It is the intention of this paragraph that there shall be one vote in the affairs of the corporation for each member, provided said member maintains active membership as set forth in the By-Laws.

ARTICLE VI

The affairs of the corporation shall be governed by a President, First Vice President, Second Vice President, Corresponding Secretary, Treasurer, Recording Secretary and the Board of Directors shall be not less than Six (6) nor more than Fifteen (15) Directors at large who may or may not be officers and who shall be elected annually at a time and in a manner to be designated in the By-Laws.

ARTICLE VII

The names of the officers to serve until their successors have been elected and installed shall be as follows:

Hilda W. Sola	President	7447 Mc Kinley St. Hollywood, Fla. 33024
Jeff Altmark	1st Vice President	921 S W 131 Ave Davie, Fla. 33325
Charles F. Sola	2nd Vice President	7447 Mc Kinley St. Hollywood, Fla. 33024

Faye Souchet	Recording Secretary	711 Blue Ridge Way Davie, Fla. 33325
Marianne Stephens	Corresponding Sec.	1491 N W 55 Ave. Lauderhill, Fla. 33313
Patty Altmark	Treasurer	921 S W 131 Ave. Davie, Fla. 33325

ARTICLE VIII

The names of the first Board of Directors to serve until their successors have been elected and installed shall be as follows:

Paul Schumaker	5860 N W 12Th Ct. Sunrise, Fla. 33313
Linda Day	107 Allen Rd. Hollywood, Fla. 33023
Janet Hendricks	7299 Lacroix Dr. Hollywood, Fla. 33024
Patty Altmark	921 S W 131 Ave Davie, Fla. 33325
Pam Law	7525 Mc Kinley St. Hollywood, Fla. 33024
Marianne Stephens	1491 N W 55 Ave Lauderhill, Fla. 33313
Charles F. Sola	7447 Mc Kinley St. Hollywood, Fla. 33324
Hilda W. Sola	7447 Mc Kinley St. Hollywood, Fla. 33024
Faye Souchet	711 Blue Ridge Way Davie, Fla. 33325
Roy Isola	6451 Perry St. Hollywood, Fla. 33024
Ruth Isola	6451 Perry St. Hollywood, Fla. 33024

ARTICLE IX

Names and residence of the subscribers to these Articles of Incorporation are as follows:

Hilda W. Sola	7447 Mc Kinley St. Hollywood, Fla. 33024
Patty Altmark	921 S W 131 Ave. Davie, Fla. 33325
Marianne Stephens	1491 N W 55 Ave Lauderhill, Fla. 33313

ARTICLE X

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, or any settlement thereof, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XI

These Articles may be amended by approval of three-fourths of the membership voting in person at a regular or special meeting

1. The name of the corporation is Broward County Foster Parent

Association, Inc.

2. The name and address of the registered agent and office is:

Ronald P. Hansen, Esq.

2722 Taylor Street

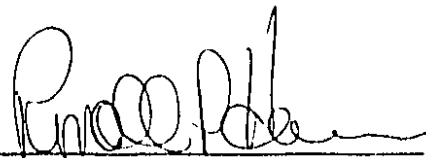
Hollywood, Florida, 33020

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE



TITLE

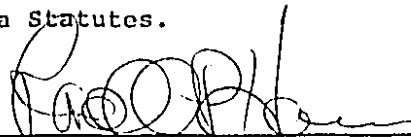
Registered Agent

DATE

January 30, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.

SIGNATURE



DATE

1-30-95