

N95000001251

Robert G. Kead
(Requestor's Name)
101 N. Virginia Ave., 1st Fl.
(Address)
FT. Rucker, GA 30433
(City, State, Zip) (Phone #)

OFFICE USE ONLY

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JAN 11 1992
FBI - MEMPHIS

(N)

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LEE JAMES (FRIEND OF LUCILLE S. TAYLOR, INC)
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1995

IRWIN BARKAN
1910 VIRGINIA AVE.
SUITE 202B
FT. MYERS, FL 33908

SUBJECT: LEE COUNTY FRIENDS OF JUVENILE JUSTICE, INC.
Ref. Number: W95000004756

We have received your document for LEE COUNTY FRIENDS OF JUVENILE JUSTICE, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

You must list at least one incorporator with a complete business street address.

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) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 395A00009585

March 7, 1995

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

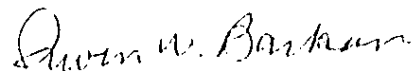
Subject: Lee County Friends of Juvenile Justice, Inc.
Ref Number: W950000004756
Letter Number: 395A00009585

Dear Sir/Madam:

Attached is return of March 3, 1995 letter and document pursuant to your instructions.

Please note we have revised Articles I, V, VI VII to conform to your instructions.

Sincerely,



Irwin W. Barkan
Registered Agent

IWB/pf
Enclosure

ARTICLES OF INCORPORATION
OF
LEE COUNTY FRIENDS OF JUVENILE JUSTICE, INC.

The undersigned, acting as incorporator(s) of a Corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation:

ARTICLE I

The name of this corporation shall be LEE COUNTY FRIENDS OF JUVENILE JUSTICE, INC.

The principal place of business shall be Irwin W. Barkan c/o Barkan Enterprises, Suite 20, 4100 Evans Avenue, Ft. Myers, Florida 33901.

ARTICLE II

The period of the duration of this corporation is perpetual unless dissolved according to law.

ARTICLE III

The general purpose for which the corporation is organized is to provide support for the work of the Twentieth Judicial Circuit Juvenile Justice Board of Florida, and of the development and full implementation of a continuation of services that will help prevent and control crime in the area, and in general to do and perform such things and acts and transact such business in connection with the foregoing purposes not inconsistent with Chapter 617 of the Florida Statutes, and Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (or any successor provision or provisions for either).

ARTICLE IV

This corporation may have several classes of members, as determined by the Bylaws. Qualifications for membership, including the amount of any dues, shall be established by the bylaws.

ARTICLE V

The street address of the initial registered office of the corporation is Irwin W. Barkan, c/o Barkan Enterprises, Suite 20, 4100 Evans Avenue Ft. Myers, Florida 33901, and the name of its initial registered agent at such address is Irwin W. Barkan Esq.

ARTICLE VI

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees shall be 10; provided, that such number may be changed by a bylaw duly adopted by the Board, but the number shall never be less than six.

The Trustees or Directors of the corporation shall hold office for 1 year or more pursuant to the bylaws and shall be elected by the members pursuant to the bylaws and Article IV herein.

ARTICLE VII

The number constituting the initial Board of Trustees of the corporation is three (3), the names and addresses of the persons who are to serve initially are (not less than 3):

James Riggsby	3403 S.W. 2nd Ave. Cape Coral, FL 33914
Irwin W. Barkan	1910 Virginia Ave., Ste 202B Ft. Myers, FL 33901
William Niler	6651 Rolland Ct. Ft. Myers, FL 33908

The Board of Trustees shall elect the following officers: President, Vice-President, Secretary-Treasurer and Chariman of the Board. Until such election is held the following persons shall serve as corporate officers:

President	Irwin W. Barkan	1910 Virginia Ave., Ste. 202B Fort Myers, FL 33901
Vice-President	Clair Averey	12 E. Jersey Rd. Ft. Myers, FL 33905
Secretary-Treasurer	William Niler	6651 Rolland Ct. Ft. Myers, FL 33908
Chairman of the Board	James Riggsby	3403 S.W. 2nd Ave. Cape Coral, FL 33914

ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE IX

The name of the incorporator is: Irwin W. Barkan, Esquire.

ARTICLE X

The Corporation may be a partner in any enterprise which it would have the power to conduct by itself, may be a stockholder in any corporation to the extent permissible under Section 501(c) (3) of the Internal Revenue Code of 1986 as the same may be amended from time to time, and may serve as a member of any corporation formed pursuant to Chapter 617 of the Florida Statutes, as amended, and exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 as the same may be amended from time to time.

ARTICLE XI

No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its purposes. The corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to qualify for exemption from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 as the same may be amended from time to time (the "Code") and shall not be a private foundation under Section 509(a) of the Code.

ARTICLE XII

Notwithstanding anything else herein provided, the corporation is organized and shall be operated exclusively for educational, charitable, religious or literary purposes, as said terms have been and shall be defined pursuant to Sections 170 (c) and 501 (c) (3) of the Code, or under any successor sections thereto. All powers of this corporation shall be exercised only in such manner as will

where the operation of this corporation exclusively for said educational, charitable, religious or literary purposes, as so defined, it being the intention that this corporation shall be exempt from federal income tax and that contributions to it shall be deductible pursuant to said sections of said Code, and all purposes and powers herein shall be interpreted and exercised consistently with this intention.

ARTICLE XIII

In the event that the corporation is a private foundation as that term is defined in Section 509 of the Code, then notwithstanding any other provisions of the articles of organization or the bylaws of the corporation, the following provisions shall apply:

The corporation shall distribute the 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.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; nor retain any excess business holdings as defined in Section 4943(c) of the Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Code; nor make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE XIV

Except as may be otherwise required or permitted by law, the corporation may at any time file articles of dissolution pursuant to Section 617.1403 of the Florida Statutes by the affirmative vote of the member; provided, however, that in the event of any liquidation, dissolution, termination, or winding up of the corporation (whether voluntary, involuntary or by operation of law), the property or assets of the corporation remaining after providing for the payment of its debts and obligations shall be conveyed, transferred, distributed, and set over outright to one or more educational, charitable, religious or literary institutions or organizations, created and organized for nonprofit purposes similar to those of the corporation, contributions to which nonprofit institutions or organizations are deductible under Section 170(c) of the Code and which qualify as exempt from income tax under Section 501(c) (3) of such Codes such sections may, from time to time, be amended or added to or under any successor sections thereto, as the member of the corporation may be vote designate and

in such manner as may be determined in such
order provided, further, that the corporation's property may be
applied to charitable, religious, literary or educational purposes
in accordance with the doctrine of cy pres in all respects as a
court having jurisdiction in the premises may direct.

ARTICLE XV

Subject to the provisions of Articles XI and XII, no contract
or other transaction of this corporation with any other person,
corporation, association, or partnership shall be affected or
invalidated by the fact that (i) this corporation is a stockholder
in or member of such other corporation, association or partnership
or (ii) any one or more of the officers or directors of this
corporation is an officer, director or partner of such other
corporation, association or partnership, or (iii) any officer or
director of this corporation, individually or jointly with others,
is a party to or is interested in such contract or transaction. Any
director of this corporation may be counted in determining the
existence of a quorum at any meeting of the board of directors for
the purpose of authorizing or ratifying any such contract or
transaction, and may vote thereon, with like force and effect as if
he were not so interested or were not an officer, director or
partner of such other corporation, association or partnership.

ARTICLE XVI

No officer or director of the corporation shall be personally
liable to the corporation for monetary damages for or arising out
of a breach of fiduciary duty as an officer or director
notwithstanding any provision of law imposing such liability;
provided, however, that the foregoing shall not eliminate or limit
the liability of an officer or director to the extent that such
liability is imposed by applicable law (i) for a breach of the
director's duty of loyalty to the corporation, (ii) for acts or
omissions not in good faith or which involve intentional misconduct
or a knowing violation of law, or (iii) for any transaction from
which the officer or director derived an improper personal benefit.
To the extent permitted by law, no amendment or deletion of the
foregoing provisions of this paragraph (i) which restricts or
limits the limitation on liability provided thereunder to officers
and directors shall apply or be effective with respect to actions
and omissions of any officer or director occurring prior to the
date said amendment or deletion become effective.

ARTICLE XVII

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as a director, executive director, president, vice president, treasurer, assistant treasurer, clerk, assistant clerk or other officer of the corporation, or any other employee or other agent of the corporation, or any person who serves at the corporation's request as director, officer, employee, or other agent of another organization, or who at the request of the corporation may serve or at any time has served as a fiduciary or trustee of any employee benefit plan of the corporation (collectively, "Indemnified Officers" or individually, "Indemnified Officer"), against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (a "proceeding") in which an Indemnified Officer may become involved by reason of serving or having served in such capacity (other than a proceeding voluntarily initiated by such person unless a majority of the full board or directors authorized the proceeding); provided that no indemnification shall be provided for any such Indemnified Officer with respect to any matter as to which the Indemnified Officer shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable interests of the corporation, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan; and further provided that any compromise or settlement payment shall be approved by the corporation in the same manner as provided below for the authorization of indemnification.

Such indemnification may, to the extent authorized by the board of directors of the corporation, include payment by the corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Officer to repay such payment if not entitled to indemnification under this paragraph, which undertaking may be accepted without regard to the financial ability of such Indemnified Officer to make repayment.

The payment of any indemnification or advance shall be conclusively deemed authorized by the corporation under this paragraph, and each director and officer of the corporation approving such payment shall be wholly protected, if:

(i) the payment has been approved or ratified (1) by a majority vote of the directors who are not at that time parties to the proceeding or (2) by a majority vote of a committee of two or more directors who are not at that time parties to the proceeding and are selected for this purpose by the full board (in which selection directors who are parties may participate); or

(ii) the action is taken in reliance upon the opinion of independent legal counsel (who may be counsel to the corporation) appointed for the purpose by vote of the directors in the manner specified in clauses (1) or (2) of subparagraph (i) or, if that manner is not possible, appointed by a majority of the full board of directors then in office; or

(iii) the directors have otherwise acted in accordance with the standard of conduct applied to directors under Chapter 617 of the Florida Statutes, as amended; or

(iv) a court having jurisdiction shall have approved the payment.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of any Indemnified Officer entitled to indemnification hereunder.

The right of indemnification under this paragraph shall be in addition to and not exclusive of all other rights to which any person may be entitled. Nothing contained in this paragraph shall affect any rights to indemnification to which corporation employees, agents, directors, officers and other persons may be entitled by contract or otherwise under law.

No amendment or repeal of the provisions of this paragraph which adversely affects the right of an Indemnified Officer under this paragraph shall apply to that Indemnified Officer with respect to the acts or omissions of such Indemnified Officer that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted for by or was made with the written consent of such Indemnified Officer.

ARTICLE XVIII

Bylaws of this corporation shall be made, amended, rescinded, added and adopted by a resolution of the Board of Trustees.

ARTICLE XIX

Amendments to these Articles of Incorporation shall be proposed by a resolution adopted by the Board of Trustees and presented to members to be voted on as any other matter.

Having been named as registered agent and to receive service of process for the above stated corporation at the place designated in these provisions, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: _____, 1995 _____
Irwin W. Barkan

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY certify that on this day, before me an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared Irwin W. Barkan, who is personally known to me or who has produced his proper identification and who executed the foregoing instrument and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this _____ day of _____, 1995.

Notary Public

My Commission Expires: