

N9500002444

BARBARA KETAY
106 TENTH AVENUE
INDIALANTIC, FLORIDA 32903
(407)725-0505

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAY 22 PM 3 11

May 10, 1995
August 2, 1994

Secretary of State
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

500001487675
-05/15/95--01002--007
***123.50 ***123.50

Gentlemen:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for CHRYSALIS VILLAGE OF FLORIDA, INCORPORATED, a Not-For-Profit corporation. Also please find your fee for processing the same in the amount of \$123.50. Please file said Articles and issue and return to the Registered Agent therein, the certified copy of the Articles of Incorporation, together with the Charter.

Should you require further information, please advise at your earliest possible convenience.

Thanking you in advance for your cooperation and assistance herein.

Very truly yours,

Barbara Ketay
BARBARA KETAY,

Enclosures:

Original and Copy
Check \$123.50

W95-10343
cc628
cc634
cc671

5/16/95
(TS)



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthom
Secretary of State

May 16, 1995

BARBARA KETAY
106 TENTH AVENUE
INDIALANTIC, FL 32903

SUBJECT: CHRYSALIS VILLAGE OF FLORIDA, INCORPORATED
Ref. Number: W95000010343

We have received your document for CHRYSALIS VILLAGE OF FLORIDA, INCORPORATED and check(s) totaling \$123.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 695A00025113

ARTICLES OF INCORPORATION OF
A FLORIDA NONPROFIT CORPORATION

Notice is hereby given that the undersigned incorporators all being of full age, have associated themselves together for the purpose of forming Corporation Not for Profit, without capital stock, under the provisions of Chapters 607 and 617 FLORIDA STATUTES and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe and acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is CHRYSALIS VILLAGE OF FLORIDA., INCORPORATED.

ARTICLE II - CORPORATE DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - CORPORATE PURPOSE

The object and purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for charitable and educational purposes. The Corporation is a Not-For-Profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are, but shall not be limited to, providing services for homeless youth between fifteen (15) and nineteen (19) years of age. These services to be provided, shall include, but not be limited to housing, food, medical care, continuing education, counseling, emancipation and various living skills.

To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors or

officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE IV - MEMBERSHIP

Section 1: Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the Bylaws of this Corporation.

Section 2: Application for Membership. Any applicant meeting the qualifications as set forth above and desiring to become a member of this Corporation shall make application of a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 3: Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation within thirty (30) days prior written notice to the Board of Directors.

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide of Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The names and addresses of each initial Voting Member is as follows:

LUREE NICHOLSON, 1770 Highland Avenue, #855 Los Angeles, CA. 90028
HEATHER AUSTIN, 12760 Pacific Avenue #6, Mar Vista, CA. 90066
BARBARA KETAY, 106 Tenth Avenue, Indialantic, Florida 32903

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent is BARBARA KETAY, and the initial registered office is 106 Tenth Avenue, Indialantic, Florida 32903.

The principal office and the registered office are the same.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) and not more than nine (9) persons. The Directors shall be elected and removed in accordance with the procedure in the Bylaws. The ini-

that Board of Directors, are:

LUREE NICHOLSON
HEATHER AUSTIN
BARBARA KETAY

ARTICLE VII - ADVISORY BOARD OF DIRECTORS

This Corporation shall have an Advisory Board of Directors. The Advisory Board of Directors shall be limited to no more than twenty-five (25) members at any one time. These Directors shall have no management authority and shall not be Voting Members. The Advisory Board of Directors shall be appointed and removed in accordance with the procedures provided in the Bylaws. Any Director appointed to the Advisory Board shall be willing to bring to this Corporation his/her connections for valuable goods and services within the community which will benefit this Corporation in its charitable and educational endeavors.

ARTICLE VIII - INITIAL OFFICERS

The officers of this Corporation shall consist of a President, Secretary and Treasurer, and one or more Vice Presidents, as provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may removed by the Board of Directors), at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of each initial officer of the Corporation is as follows:

PRESIDENT: Luree Nicholson, 1770 Highland Avenue #855, Los Angeles,
California 90028
TREASURER: Heather Austin, 12760 Pacific Avenue #6, Mar Vista,
California 90046
SECRETARY: Barbara Ketay, 106 Tenth Avenue, Indialantic, FL. 32903

ARTICLES IX - INCORPORATORS

The names and addresses of the Incorporators of this Corporation are:

BARBARA KETAY, 106 Tenth Avenue, Indialantic, Florida 32903
LUREE NICHOLSON, 1770 Highland Avenue #855, Los Angeles, CA. 90028

ARTICLE X - BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of this Corporation shall be made, altered or res-

ended by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaw change, has been furnished in writing to each voting member of this Corporation at least ten (10) days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds (2/3) vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to the Article of Incorporation has been furnished in writing to each voting member of this Corporation at least ten (10) days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by compliance with the Florida Statutes regarding amendments to articles of incorporation of nonprofit corporations.

ARTICLE XI - INDEMNIFICATION

This Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida Corporation Act.

ARTICLE XII - PROHIBITED ACTIVITIES

The Corporation shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by any organization the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.


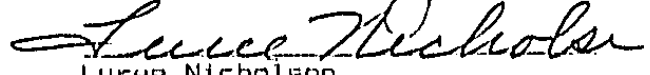
ARTICLE XIII - DEDICATION OF ASSETS

This Corporation dedicates all assets which it may require to the charitable purpose set forth in Article III hereof. In the event the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal Government or to a state or local government for exclusive public purpose.

ARTICLE XIV - NONSTOCK BASIS

This Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided by the Bylaws.

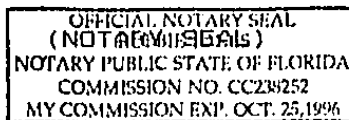
IN WITNESS WHEREOF, the undersigned Incorporators have subscribed their names under seal this 6th day of April, 1993.



Barbara Ketay

Luree Nicholson

STATE OF Florida
COUNTY OF Brevard

BEFORE ME, the undersigned authority, personally appeared BARBARA KETAY, and after having been duly sworn on oath, is personally known to me to be one of the Incorporators of said Corporation described in and who executed the foregoing Articles of Incorporation and who acknowledged to and before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 21st day of July, 1993.




Notary Public, State of Florida
My Commission Expires: Oct. 25, 1996
For Barbara Ketay
FL DL K3000 0178 158

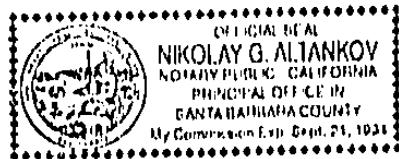
STATE OF CALIFORNIA
COUNTY OF ~~SAN ANGELO~~ Santa Barbara } ss.

BEFORE ME, the undersigned authority, personally appeared LUREE NICHOLSON and after having been duly sworn on oath, is personally known to me to be one of the Incorporators of said Corporation described in and who executed the foregoing Articles of Incorporation and who acknowledged to and before me that she executed the same for

the purposes therein expressed.

WITNESS my hand and official seal this 6th day of July, 1993.

(NOTARY SEAL)



Notary Public, State of
California

My Commission Expires: Sept. 21, 1994
Commission No. 891139

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes to the proper and complete performance of my duties.

DATE: 7/21/94

Barbara Ketay
BARBARA KETAY