

N9500000 3346

LOREN E. BODEM, CHARTERED
ATTORNEY AT LAW
815 COLORADO AVENUE, SUITE 305
STUART, FLORIDA 34994

ADMITTED FLORIDA, MICHIGAN
AND MINNESOTA BAR

TELEPHONE
(407) 286-4265

FACSIMILE
(407) 286-2698

June 20, 1995

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

7000001520367
-06/22/95--01035--016
*****70.00 *****70.00

Re Child Protection Network of the Treasure Coast, Inc

Dear Sir or Madam:

I am enclosing at this time an original and copy of Articles of Incorporation for the referenced matter and a check in the amount of \$70, made payable to the State of Florida representing a filing fee

Please return a copy of the Articles as filed

Very truly yours,

LOREN E. BODEM, CHARTERED

Loren E. Bodem

LEB/nls
Encl.

FILED
JUN 22 1995
TALLAHASSEE, FLORIDA

Carol Bodem gave
auth. by phone to
correct Article VI.
8/7/95
DMC

4746
6.26



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1995

LOREN E. BODEM, CHARTERED
ATTORNEY AT LAW
815 COLORADO AVENUE STE 305
STUART, FL 34994

SUBJECT: CHILD PROTECTION NETWORK OF THE TREASURE COAST,
INC.
Ref. Number: W95000012964

We have received your document for CHILD PROTECTION NETWORK OF THE TREASURE COAST, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6973.

AMANDA HERRING
Document Specialist

Letter Number: 595A00031150

**ARTICLES OF INCORPORATION
OF
CHILD PROTECTION NETWORK OF THE TREASURE COAST, INC.**

FILED
95 AUG -4 AM 8:49
STATE
TREASURE COAST, FLORIDA

ARTICLE I: NAME OF CORPORATION

The name of this nonstock corporation shall be CHILD PROTECTION NETWORK OF THE TREASURE COAST, INC. (the "Association"). Its principal office and mailing address shall be 1807 St. Lucie Court, Apartment C, Fort Pierce, Florida, 34949, or at such other place as may be designated from time to time by the Board of Directors.

ARTICLE II: PURPOSES

The general nature, objects and purposes of the Association are:

1. To provide services to the State of Florida, Department of Health and Rehabilitative Services and State and local police agencies and other appropriate governmental entities, in matters involving child abuse, including but not limited to case coordination and the providing of medical, legal, and psychological opinions with regard to child abuse matters.

2. To operate without profit for the benefit of the members of the Association (the "Members").

ARTICLE III: GENERAL POWERS

The general powers that the Association shall have as are follows:

1. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions, and agreements to effectuate the purposes for which the Association is organized.

2. To delegate power or powers where such is deemed in the interest of the Association.

3. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in real or personal property, except to the extent restricted hereby or the Bylaws of the Association; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

4. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE IV: MEMBERS

A person shall become a member of the Association upon appointment or election to the Board of Directors of the Association. Membership shall terminate at such time as the person no longer is a Director.

ARTICLE V: VOTING INTERESTS

Voting rights of the membership shall be as provided in the Bylaws of the Association.

ARTICLE VI: BOARD OF DIRECTORS

The affairs of the Association shall initially be managed by a Board of Directors consisting of (3) Directors. The initial Directors shall have the authority to appoint additional Directors. The Board of Directors shall consist of at least ^{three} and no more than twenty at any given time. Elections shall be as provided in the Bylaws.

The names and addresses of the members of the first Board of Directors who shall hold office until the first election of the Directors as provided in the Bylaws are as follows:

JOHN GRANT	First National Bank 815 Colorado Avenue Stuart, FL 34994
JOHN BRANT	208 West Ocean Boulevard Stuart, FL 34994
MARIETTA TORNABENE	270 W. Caribbean Port St. Lucie, FL 34952

ARTICLE VII: OFFICERS

The Officers of the Association shall be an Executive Director and such other Officers as the Board may from time to time by resolution create. The name of the Officer who is to manage the affairs of the Association until successors are duly elected and qualified are:

JOHN GRANT - Executive Director

ARTICLE VIII: CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE IX: BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation.

ARTICLE X: AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles of Incorporation may be altered, amended or repealed by the affirmative vote of members representing 75 percent of all of the members of the Board.

ARTICLE XI: SUBSCRIBER

The name and address of the Subscriber are as follows:

JOSEPH J. DURANTE

1807 St. Lucie Court, Apartment C
Fort Pierce, FL 34949

ARTICLE XII: INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

1. The Association hereby indemnifies any Director, Officer, or Member made a party to or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, Officer, or Committee Member, or in his capacity as Director, Officer, employee or agent of any corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director, Officer, or Committee Member did not act in good faith and in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director, Officer or Committee Member for the Association, or by reason of his being or having been a Director, Officer, Employee or Agent of any corporation, partnership, joint venture, trust or other enterprises which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually

and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the Court, administrative agency or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director, Officer, or Committee Member seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors who were not parties to such action, suit or proceeding.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIV. DISSOLUTION OR MERGER OF THE ASSOCIATION

1. 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 of the assets of the corporation exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal

office of the corporation is then located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

2. The Association may be dissolved upon a resolution to that effect being recommended by not less than three-fourths (3/4) of the Board of Directors.

3. The Association may be merged into another not for profit corporation upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors.

IN WITNESS WHEREOF, the said subscriber has hereunto set his hand this 15th day of June, 1995.


JOSEPH J. DURANTE, Subscriber

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was sworn to and subscribed before me this 15 day of June, 1995 by JOSEPH J. DURANTE who is personally known to me or who produced _____ as identification.


Notary Public



OFFICIAL SEAL
LOREN E. BODEM
My Commission Expires
Feb. 14, 1997
Comm. No. CC 260750

**CERTIFICATE DESIGNATING PLACE OF BUSINESS,
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

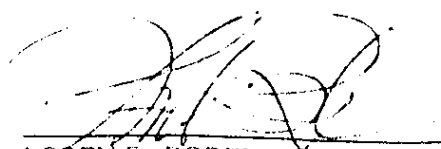
15 AUG - 11 0:19
TALLAHASSEE
FLORIDA

In pursuance of Sections 48.09(1) and 607.034, Florida Statutes, the following is submitted in compliance thereof:

That CHILD PROTECTION NETWORK OF THE TREASURE COAST, INC., desiring to organize under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin at 815 Colorado Avenue, Suite 305, Stuart, Florida, 34994, has named LOREN E. BODEM, ESQ., located at that same address, as its initial registered agent to accept service of process within this State.

Acknowledgment

Having been named to accept service of process for the above-stated corporation, at the initial registered office of the corporation in this State, I hereby accept to act in this capacity and agree to comply with the provisions of said statute relative to keeping the registered office of the corporation open from 10:00 a.m. to noon each day, except Saturdays, Sundays and legal holidays and to post therein a sign designating the name of the corporation and of its registered agent.


LOREN E. BODEM