



1101 HAYS STREET
TALLAHASSEE, FL 32301
904-342-8086
904-342-8086
904-342-8086
N9500003780

ACCOUNT NO. : 072100000032

REFERENCE : 655594 1217D

AUTHORIZATION :

COST LIMIT : \$ 122.50 *Patricia Pyatt*

ORDER DATE : August 8, 1995

ORDER TIME : 10:21 AM

ORDER NO. : 655594

300001555013

CUSTOMER NO: 1217D

CUSTOMER: Mr. Kevin Carmichael
BUCHANAN INGERSOLL, P.C.

1 Turnberry Place, Suite 60G
19495 Biscayne Boulevard
N. Miami Beach, FL 33180

DOMESTIC FILING

NAME: BETHESDA FAMILY SERVICES
FOUNDATION OF FLORIDA, INC.

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

T. BROWN AUG - 8 1995

FILED
95 AUG - 8 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of the
Bethesda Family Services Foundation of Florida, Inc.

FILED
95 AUG -8 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Florida Not-for-Profit Corporation

THE UNDERSIGNED incorporator hereby forms a corporation not for profit under the laws of the State of Florida; and in furtherance of that purpose recites as follows:

ARTICLE I.

CORPORATE NAME

The name of the Corporation is Bethesda Family Services Foundation of Florida, Inc.

ARTICLE II.

PRINCIPAL OFFICE; MAILING ADDRESS

The address of the principal office and mailing address of the Corporation are:

28 N.E. 18th Street
Homestead, Fla. 33030

ARTICLE III.

DURATION

The term of existence of the Corporation is Perpetual; and the corporate existence will commence on the filing of these articles by the Florida Department of State.

ARTICLE IV.

PURPOSES

The Corporation is incorporated under the Florida Not For Profit Corporation Act, Fla. Stat. § 617 et seq., and the purposes for which the Corporation is organized and shall be operated are exclusively charitable.

scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and in furtherance of the purposes but not in limitation thereof, the corporation may:

(a) provide troubled youth and families with traditional and innovative treatment methods so as to bring healing and resolve to their relational conflict thereby resulting in the elimination of anti-social behavior patterns;

(b) enter into agreements with, and grant licenses and charters to, other non-profit corporations to provide for the use of the Corporation's tradenames, manuals and other copyrighted materials, and to provide instruction and training in the implementation and use of the Corporation's manuals, policies and programs;

(c) solicit and receive contributions from whatever sources, whether unrestricted or for designated purposes, and hold the same for such designated purposes or subject to such conditions as may be specified in the terms of a gift or grant; and

(d) otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, and solely for such purposes and, without otherwise limiting its powers, exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations.

ARTICLE V.

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed under the direction of a board of directors, which shall consist of not less than three (3) natural persons, who shall be of the age of majority, the exact number being as prescribed in the by-laws of the Corporation. Directors shall be elected as provided in the Bylaws.

ARTICLE VI.

INITIAL DIRECTORS

The names and addresses of the individuals who are to serve as the initial directors of the Corporation are as follows:

Dominic P. Herbst

Central Oak Heights
Rt. 15 South
West Milton, Pa. 17886

Steve Van Heusen

28 N.E. 18th Street
Homestead, Fla. 33030

Jerilyn Keen

Central Oak Heights
Rt. 15 South
West Milton, Pa. 17886

ARTICLE VII.

MEMBERSHIP

The Corporation shall have no members.

ARTICLE VIII.

NON-STOCK BASIS

The Corporation is organized on a Non-Stock Basis.

ARTICLE IX.

REGISTERED OFFICE;

REGISTERED AGENT

The street address of the initial registered office of the Corporation, and the name of its registered agent at that address, are as follows:

REGISTERED OFFICE:	28 N.E. 18th Street Homestead, Fla. 33030
--------------------	--

REGISTERED AGENT:	Steve Van Heusen
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ARTICLE X.

INCORPORATOR

The name and residence address of the incorporator is:

Name	Address
Kevin Carmichael	19495 Biscayne Blvd. Suite 606 North Miami Beach, Florida 33180

ARTICLE XI.

OFFICERS

(a) The Officers of the Corporation shall consist of a President, Vice-President, and Secretary-Treasurer and such other officers as the By-laws shall prescribe. All officers shall be elected by a majority vote of

the Board of Directors at the Annual Meeting of the Board.

(b) Each officer has the authority and shall perform the duties set forth in the by-laws or, to the extent consistent with the by-laws, the duties prescribed by the board of directors or by direction of any officer authorized by the by-laws or the board of directors to prescribe the duties of other officers.

(c) The board of directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

ARTICLE XII.

NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 of Article IV hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code.

ARTICLE XIII.

LIMITATION ON PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable for monetary damages for any action taken, or any failure to take any action unless under Florida Statutes, the director has breached or failed to perform the duties of his or her office referenced thereunder and such breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, that the foregoing provision shall not eliminate or limit (i) the responsibility or liability of a director pursuant to any criminal statute, or (ii) the liability of a director for the payment of taxes pursuant to local, state or Federal law. Any repeal, modification or adoption of any provision inconsistent with this Article XIV shall be prospective only, and neither the repeal or modification of this Article nor the adoption of any provision inconsistent with this Article XIV shall adversely affect any limitation the personal liability of a director of the Corporation existing at the time of such repeal or modification or the adoption of such inconsistent provision.

ARTICLE XIV.

INDEMNIFICATION

(a) i) The Corporation shall indemnify and hold harmless to the full extent not prohibited by Florida law, as the same exists or may hereinafter be amended, interpreted or implemented (but, in the case of any amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than are permitted the Corporation to provide prior to such amendment), each person who was or is made a party to or is otherwise involved in (as a witness or otherwise) any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether or not by or in the right of the Corporation or otherwise, (hereinafter, a "proceeding") by reason of the fact that he or she, or a person of whom he or she is the heir, executor or administrator, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer or trustee of another corporation or of a partnership, joint venture, trust or other enterprise (including without limitation service with respect to employee benefit plans), or where the basis of such proceeding is any alleged action or failure to take any action by such person while acting in an official capacity as a director or officer of the Corporation or in any other capacity on behalf of the Corporation while such person is or was serving as a director or officer of the Corporation, against all expenses, liability and loss, including but not limited to attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement (whether with or without court approval), actually and reasonably incurred or paid by such person in connection therewith.

ii) Notwithstanding the foregoing, except as provided in Article XV Subpart (b) below, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

iii) Subject to the limitation set forth above concerning proceedings initiated by the person seeking indemnification, the right to indemnification conferred in this Article XV shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding (or part thereof) or in enforcing his or her rights under this Article XV in advance of the final disposition thereof promptly after receipt by the Corporation of a request therefor stating in reasonable detail the expenses incurred; provided, however, that to the extent required by law, the payment of such expenses incurred by a director or officer of the Corporation in advance of the final disposition of a proceeding shall be made only upon receipt of an undertaking, by or on behalf of such person, to repay all amounts so advanced if and to the extent it shall ultimately be determined by a court that he or she is not entitled to be indemnified by the Corporation under this Article XV or otherwise.

iv) The right to indemnification and advancement of expenses provided herein shall continue as to a person who has ceased to be a director or officer of the Corporation or to serve in any of the other capacities described herein, and shall inure to the benefit of the heirs, executors and administrators of such person.

(b) If a claim for indemnification under Article XV, Subpart (a) hereof is not paid in full by the Corporation within thirty (30) days after a written claim therefor has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part on the merits or otherwise in establishing his or her right to indemnification or to the advancement of expenses, the claimant shall be entitled to be paid also the expense of prosecuting such claim.

(c) The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of a final disposition conferred in Article XV, Subpart (a) and the right to payment of expenses conferred in Article XV, Subpart (b) shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses hereunder may be entitled under any bylaw, agreement, vote of shareholders, vote of directors or otherwise, both as to actions in his or her official capacity and as to actions in any other capacity while holding that office, the Corporation having the express authority to enter into such agreements or arrangements as the board of directors deems appropriate for the indemnification of and advancement of expenses to present or future directors and officers as well as employees, representatives or agents of the Corporation in connection with their status with or services to or on behalf of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise, including any employee benefit plan, for which such person is serving at the request of the Corporation.

(d) The Corporation may create a fund of any nature, which may, but need not, be under the control of a trustee, or otherwise secure or insecure in any manner its indemnification obligations, including its obligation to advance expenses, whether arising under or pursuant to this Article XV or otherwise.

(e) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer or representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation has the power to indemnify such person against such liability under the laws of this or any other state.

(f) Neither the modification, amendment, alteration or repeal of this Article XV or any of its provisions nor the adoption of any provision inconsistent with this Article XV or any of its provisions shall adversely affect the rights of any person to indemnification and advancement of expenses existing at the time of such modification, amendment, alteration or repeal of the adoption of such inconsistent provision.

ARTICLE XV.

DISSOLUTION

(a) The authority to dissolve the corporation shall be vested solely in the board of directors.

(b) Dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office; provided that no vote on corporate dissolution shall be valid at meetings where the board of directors shall be less than three due to a vacancy on the board.

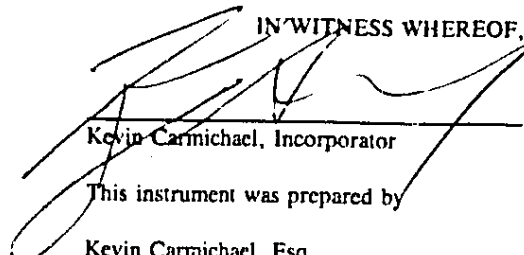
(c) Dissolution of the corporation may be revoked at any time prior to the execution at any time prior to the expiration of 120 days following the effective date of the articles of dissolution. Such revocation shall be authorized in the same manner as the dissolution was authorized.

(d) Prior to the dissolution of the corporation, the board of directors, by majority vote shall adopt a plan of distribution of the remaining assets of the corporation not inconsistent with Chapter 617 of the Florida Statutes.

(e) Upon the dissolution of the corporation, assets shall be distributed, in accordance with a formal plan adopted by the Board of Directors prior to the dissolution of the corporation, for one or more exempt purposes

within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have subscribed my name this 7th day of August, 1995.


Kevin Carmichael, Incorporator

This instrument was prepared by

Kevin Carmichael, Esq.
19495 Biscayne Blvd.
Suite 606
North Miami Beach, Fla. 33180.

CERTIFICATE OF REGISTERED AGENT

FILED
95 AUG -6 PM 2:32
SECRET
TALLAHASSEE, FL 32305

Having been named as Registered Agent and to accept service of process for the above described corporation, at the place designated in these Articles of Incorporation, I hereby accept the Appointment as Registered Agent and agree to act in such capacity. I further agree to comply with all the provisions of all statutes relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as Registered Agent.


Steve Van Heusen

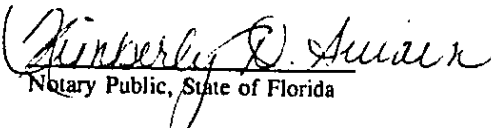
13 Aug 95
Date

ACKNOWLEDGEMENT OF REGISTERED AGENT

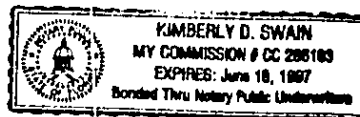
STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

THEN PERSONALLY APPEARED BEFORE ME, an officer duly authorized to administer oaths and accept acknowledgements within the State of Florida, Steve Van Heusen, who, having produced adequate photographic identification, did execute the foregoing Articles of Incorporation before me and did acknowledge such execution as his free act and deed before me.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at North Miami beach, Florida, this 3 day of August, 1995.


Notary Public, State of Florida

My Commission Expires:



1201 HAYS STREET
TALLAHASSEE, FL 32301 2607
904-222-9171

800-342-6086

CSC networks
PRACTICE HALL
LEGAL & FINANCIAL SERVICES

N95000003780

FILED
JUN 27 11:47
TALL

ACCOUNT NO. : 072100000032

REFERENCE : 002728 1217D

AUTHORIZATION : *Buchanan Page*

COST LIMIT : \$ ~~70.00~~ 35.00

ORDER DATE : June 27, 1996

ORDER TIME : 10:09 AM

ORDER NO. : 002728

CUSTOMER NO: 1217D

CUSTOMER: Kevin Carmichael, Esq
Buchanan Ingersoll, P.C.
1 Turnberry Place, Suite 606
19495 Biscayne Boulevard
N. Miami Beach, FL 33180

300001878113

Ames

DOMESTIC AMENDMENT FILING

NAME: BETHESDA FAMILY SERVICES
FOUNDATION OF FLOR. DA. INC.

6/1/96

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

NOTARIAL PUBLIC
STATE OF FLORIDA
COMMISSION # 123456

**C00040, C0547, C0672.*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 27, 1996

CSC Networks
1201 Hays Street
Tallahassee, FL 32301-2607

RESUBMIT

Please give original
submission date as file date

SUBJECT: BETHESDA FAMILY SERVICES FOUNDATION OF FLORIDA, INC.
Ref. Number: N95000003780

We have received your document for BETHESDA FAMILY SERVICES FOUNDATION OF FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 196A00032002

36 FILED
JUN 27 1996

**Articles of Amendment
to the Articles of Incorporation of
Bethesda Family Services Foundation of Florida, Inc.**

Pursuant to the provisions of Section 617 1002 of the Florida Not For Profit Corporation Act, *Bethesda Family Services Foundation of Florida, Inc.*, a Florida corporation, (the "Corporation"), hereby adopts the following Articles of Amendment

- 1 The name of the Corporation is

Bethesda Family Services Foundation of Florida, Inc.

- 2 The Corporation hereby adds a new paragraph (e) to Article IV of the Articles of Incorporation entitled "Purposes", which shall read

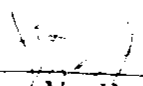
(e) The Corporation shall not discriminate on the basis of race, ethnic or national origin in the administration of its educational policies, admissions policies, scholarship and loan programs or other school administrated programs. All educational programs run by the Corporation will admit students of any race, to all the rights, privileges, programs, and activities generally accorded to its students

- 3 The date of adoption of the aforesaid amendment was as of June 25, 1996

- 4 The aforesaid amendment was adopted by the Board of Directors of the Corporation and member action was not required

Bethesda Family Services Foundation of Florida, Inc.

By


Steve Van Heusen

Director/Secretary/Treasurer