

N96000001016

TRANSMITTAL LETTER

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

000001552130
-01/19/96--01052--010
*****78.75 *****78.75

SUBJECT: Prodigy Family Service Program Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Velecia A. Pierce
Name (Printed or typed)
9763 Riverside Drive
Address
Coral Springs, FL 33071
City, State & Zip
(305) 724-3991
Daytime Telephone number

96 FEB 25 PM 2:51
FEB 27 1996

789 626 671
W46-1459

NOTE: Please provide the original and one copy of the articles.

GB 2/26/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 FEB 26 PM 2:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 24, 1996

VELECIA A. PIERCE
9763 RIVERSIDE DR
CORAL SPRINGS, FL 33071

SUBJECT: PRODIGY FAMILY SERVICE PROGRAM INC.
Ref. Number: W96000001759

We have received your document for PRODIGY FAMILY SERVICE PROGRAM INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(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.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 496A00003013

ARTICLES OF INCORPORATION
OF
PRODIGY FAMILY SERVICE PROGRAM INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

WE, the undersigned, heroby associate ourselves together for the purposes of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of this corporation Shall be PRODIGY FAMILY SERVICE PROGRAM, INC. a non-profit, Florida corporation, and it shall conduct its operations and its place of business principally within the United States, and incidentally outside the territory of the United States as may be determined by the by-laws except as restricted herein. The principal registered office of this corporation shall be:

ARTICLE II

REGISTERED AGENT

The name of the Registered Agent of this corporation at the registered office of this corporation shall be:

Veleica A. Pierce
9763 Riverside Drive
Coral Springs, Florida 33071

The mailing address for the corporation is 9763 Riverside Drive, Coral Springs, Florida 33071. The corporation may move the business of this corporation to any other address or location in the State of Florida, the United States or any

other country.

ARTICLE III

PURPOSES

The purposes for which this corporation is organized are:

- I. To engage in any and all lawful activities which are incidental to the foregoing purposes except as restricted herein.
- II. To implement and provide comprehensive family services to strengthen and empower the family/individuals.
- III. To develop and implement preventative programs for offenders to decrease the incident of high school drop out, gang related activities and maladaptive behaviors.
- IV. To improve and enhance parent/child relationship by providing culturally sensitive parenting education/support services.
- V. To encourage/enhance the preservation of families through comprehensive services in case management, counseling, mentorship, support, respite and crisis intervention.
- VI. To provide education/information to families/individuals to have motivational trainings/workshops.
- VII. To educate/inform and sensitize families/individuals about family violence as it relates to parent/child and family interactions.
- VIII. To provide crisis/therapeutic respite care to families and children.
- IX. To implement programs for cultural and social enrichment and awareness for individuals/families.

- X. To enhance and or develop life management skills through individuals/group support sessions in the following areas (but not limited to...home management, safety and economics).
- XI. To encourage participation in Public Safety and the D.A.R.E. program.
- XII. To evaluate policies and programs within the City, County, State and National levels that have an effect upon the development of the person(s) in need of assistance.
- XIII. To direct, supervise, participate in and support developmental process in the City, County and throughout the United States.
- XIV. To plan details and perform activities and services which are supportive of cultural and social progress in similar and related fields, whether such details, activities, and services are economical or not.
- XV. To actively support and encourage at all levels, participation in the democratic process and to assist said participation in an appropriate manner.
- XVI. To organize and associate with any groups, corporations, persons, fraternities, societies or entities which have or may have similar goals and objectives.
- XVII. To identify with, encourage recognition of and participation in the democratic process by any group or groups which have historically been socially, economically and culturally disadvantaged. To further promulgate the principles of American Democracy by relating to such activity in its proper perspective to the United States of America's

Constitution, whether such activities are local, domestic or foreign.

XVIII. To do any and all lawful things for all objectives which are charitable, scientific, literary or educational, and to do any and all lawful things pursuant to all objectives programs of the Economic Opportunity Act of 1964, as amended, or any similar Act which is passed by the Florida or American Legislature, and pursuant to the purposes of community development, as described, permitted, and limited as tax exempt purposes pursuant to Section 501 (c) (3) of the above described Code.

XIX. To make contributions to any organization described Section 501 (c) and (d) of the above described Code.

XX. To do all lawful things in promotion of social welfare of the people in the community and to bring about civil betterments and social improvements with all methods allowed an organization, as described, permitted and limited pursuant to Section 501 (c) (3) of the above described Code, including as set forth therein the advocacy or rejection of legislation.

ARTICLE IV

POWERS

Section 1.

This corporation is to have any and all power to do any and all things necessary to expedite and carry out all the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the by-laws

and to possess all rights, privileges and immunities and to enjoy all benefits granted corporations under the laws of the State of Florida provided that such powers are in furtherance of the tax exempt purposes of the Articles of Incorporation herein.

Section 2.

This corporation shall not be operated for the purpose of carrying on a trade or business for profit or otherwise engage in any activity which deny tax exemption pursuant to Section 502 of the Code as herein describe.

Section 3.

This corporation shall not engage in any transaction described and prohibited in Section 503 and 504 of the Code as herein described and pursuant thereto:

a. Any other provisions of this instrument, notwithstanding the directors, shall distribute its income for each taxable year at which time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of Internal Revenue Code or corresponding provisions of any subsequent federal tax laws;

b. Any other provisions of this instrument notwithstanding the officers and directors shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws,

nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code of 1964, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of any subsequent tax laws. Reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that such compensation be governed by a fiduciary principle of absolute and undivided loyalty to this corporation and that such compensation does not exceed the compensation received by persons rendering similar kind of services for similar purposes of similar non-profit corporations tax exempt pursuant to Section 501 (c)(3) or Section 501 (c)(4) of the above described Code and such compensation is reasonable proportional to financial ability of the organization to operate pursuant to its purposes;

c. Any and all funds, property or assets of the corporation may be contributed only for the purposes of this corporation, including contributions to similar tax exempt organizations similar purposes and similar organizations not declared tax exempt but with similar purposes provided that this corporation retains control and discretion over the funds, property or assets so contributed to said organization not declared tax exempt;

d. No other contributions shall be distributed to any person or persons except to the needy or indigent provided that adequate records and case histories are made of the recipient according to the traditional standards of social

service which shall not be less than those of a local tax exempt United Fund Agency or those standards approved by the Office of Economic Opportunity, its successor agency, nor any agency with the same or similar objective and purposes.

Section 4.

This corporation may organize corporations and associations and otherwise make all necessary and proper stipulations, agreements, contracts and other arrangements, with other corporations and association, for partnership, joint-subsidiaries, joint-ventures and for other cooperative relationships, for means of carrying out any and all of the purposes and objectives of this corporation including, but not limited to, the use of the same officers, personnel, methods, means and agencies, provided that:

a. Such arrangements and operations would not put this corporation, officers and directors in violation of the other provisions of these articles of incorporation.

b. Such arrangements would not destroy the separate legal identities or make one corporation or association the mere agent or instrument of the other corporation or association.

Section 5.

This corporation shall do any activity permitted an action organization tax exempt as a social welfare organization pursuant to Section 501 (c)(3) of the above described Code, provided funds or contributions received by this corporation for purposes

pursuant to purposes described in Section 501 (c)(3) of the above described Code shall not be used or distributed in any activities prohibited for organizations tax exempt pursuant to Section 501 (c)(3) nor under applicable federal, state or local laws.

Section 6.

Notwithstanding any provisions of these Articles of Incorporation, this corporation shall not have to exercise any power nor shall it directly or indirectly engage in any activity that would:

1. Prevent it from obtaining exemption from taxation, or;
2. Cause it to lose exempt status as a corporation described in Section 501 (c)(3) of the Internal Revenue Code as not enforced or hereafter amended.

ARTICLE V

TERM OF EXISTENCE

This corporation not for profit shall have perpetual existence.

ARTICLE VI

MEMBERSHIP

Section 1. The membership of this corporation shall constitute all persons hereinafter named as subscribers and any person or persons affiliated with similar objective and purposes as described in the aforementioned. Said person(s) may become a member by applying for membership, provided

they receive a 2/3 vote of the Board of Directors.

ARTICLE VII

MANAGEMENT

Section 1. The officers who shall manage the corporation shall be a President, Vice-President, Secretary, Treasurer, and Sergeant at Arms, and such other officers/ directors as may be provided in the by-laws, who may be elected or appointed at the annual meeting of the corporation.

Section 2. The general membership shall elect every two (2) years, the President, Vice-President, Secretary, Treasurer, and Sergeant at Arms.

ARTICLE VIII

DIRECTORS

This corporation shall have six (6) directors initially. The number of directors may be increased or diminished from time to time by the by-laws adopted by the membership, but shall never be less than four (4).

ARTICLE IX

INITIAL DIRECTORS

The names of the persons who are to serve as directors for the ensuing year, or until the first meeting of the corporation, and the office each shall hold are:

<u>NAME</u>	<u>OFFICE</u>
Veleica Pierce	1st President
Karlyn Martin	2nd President
Maxine Spence	Vice-President

Clarence Vaughn

Secretary

Lonwood Spenco

Treasurer

Micheal Martin

Treasurer

Myra Cornelius

Director

Edward Harmon

Director

Marsha Vaughn

Director

ARTICLE X

BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and for carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the by-laws may be amended, altered or rescinded by a 2/3 majority vote of the membership present and voting.

ARTICLE XI

SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>
Michael Martin	6418 Northwest 82nd Avenue Parkland, Florida 33067
Velecia Pierce	9763 Riverside Drive Coral Springs, FL 33071
Karlynn Martin	6860 Southgate Blvd #108 Tamarac, FL 33321
Marsha Vaughn	4403 NW 73 Way Coral Springs, FL 33071
Clarence Vaughn	4403 NW 73 Way Coral Springs, FL 33071

Myra Cornelius

2545 NW 73rd Avenue
Sunrise, FL 33313

Maxine Sponco

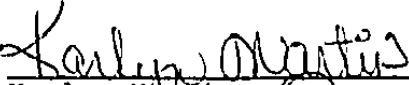
8397 NW 37 Place
Sunrise, FL 33351

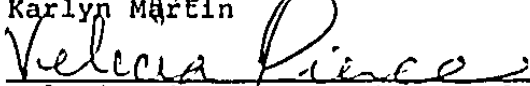
ARTICLE XII

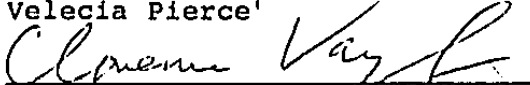
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the membership and approved at a general meeting by a majority of the members entitled to vote therein, unless all Directors and all member sign a written statement and manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

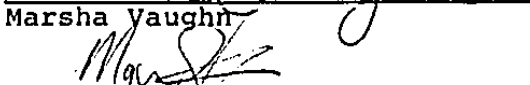
IN WITNESS WHEREOF, the undersigned have sealed and subscribed these Articles of Incorporation at Broward County, Florida for the uses and purposes aforesaid.


Karlyn Martin


Velecia Pierce


Clarence Vaughn


Marsha Vaughn


Maxine Spence

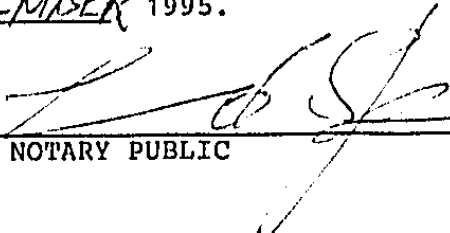
STATE OF FLORIDA)
COUNTY OF BROWARD)

SS:

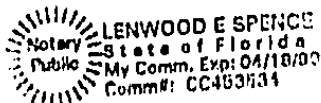
BEFORE ME, the undersigned authority, personally

appeared, Karlyn Martin, Volocia Pierco, Clarence Vaughn, Marsha Vaughn, and Maxine Sponco each of whom are to me well known to be the persons described in and who subscribed to the above and foregoing Articles of Incorporation; and each of them freely and voluntarily acknowledged before me according to the law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set by hand and affixed my official seal, at Broward County, Florida, this 15th day of NOVEMBER 1995.


NOTARY PUBLIC

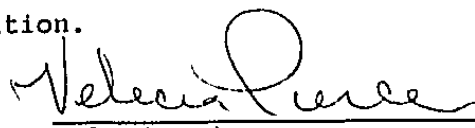
My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of PRODIGY FAMILY SERVICES PROGAM, INC. made in the foregoing Articles of Incorporation.

DATED: November 15, 1995


Velecia Pierce
9763 Riverside Drive
Coral Springs, FL 33071

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Prodigy Family Service Program Inc.
(must include suffix)

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

Velicia A. Pierce

(Name)

9763 Riverside Drive

(Street address - P. O. Box or Mail Drop Box NOT acceptable)

Coral Springs, FL 33071

(City/State/Zip)

RECEIVED
SECRETARY OF STATE
TALLAHASSEE FLORIDA
95 FEB 26 PM 2:51

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Velicia Pierce

(Signature)

November 15/1995

(Date)

PRODIGY FAMILY SERVICE PROGRAM INC.

BY LAWS
SPECIAL MEETING OF THE BOARD OF DIRECTORS
OF
PRODIGY FAMILY SERVICE PROGRAM INC.

The Initial Appointment of Directors
and Subsequent Election of Directors

FILED
96 FEB 26 PM 2:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

A meeting of the Board of Directors of the Prodigy Family Service Program Inc. was held in Broward County, Florida on the 15th day of November, 1995 at 1030 am.

The first order of business to come before the meeting was the designation of the Initial Directors for Prodigy Family Service Program Inc.

Upon motion duly made, seconded and carried, it was RESOLVED that the Initial Directors for Prodigy Family Services Program Inc. are Veleica Pierce---1st President, Karlyn Martin---2nd President, Maxine Spence---Vice-President, Clarence Vaughn---Secretary, Lenwood Spence---Treasurer, Micheal Martin---Treasurer, Myra Cornelius---Director, Edward Harmon---Director, and Marsha Vaughn---Director. Serving the corporation for two (2) years which commence from this date.

Upon motion duly made, seconded and carried, it was RESOLVED that the membership of this corporation shall constitute all persons hereinafter named as subscribers and any subsequent person or persons who become members of the corporation. After the initial term of the first Initial Directors/Officers, the general membership shall elect Directors/Officers of the Prodigy Family Service Program Inc. every two (2) years. The elections process will be by way of nomination, only members of the Prodigy Family Service Program Inc. may be nominated for office. A member may nominate his or herself. All nomination shall be seconded and carried. The Directors/Officer shall be elected by majority vote. An elected Director/Officer by resign for any reason. An elected Director/Officer deem unfit for office may be impeached by the membership by way of 2/3 vote. Impeachment of an elected Director/Officer must be for just cause. A vacant office shall be filled as prescribed in the aforementioned nomination and election process. The election process by be amended from time to time, such amendment must be agreed upon and duly noted by way of 2/3 vote.

There being no further business coming before the meeting, upon motion duly made, seconded and carried, the meeting adjourned at 1135 am.