

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9111
904-222-9111 FAX

800-342-8086



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AUTHORIZATION : Patricia P. P.

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ORDER DATE : March 10, 1996

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ORDER NO. : 885824

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CUSTOMER NO: 5315A

CUSTOMER: Nelson T. Castellano, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: ASSOCIATION FOR RETARDED
CITIZENS FOUNDATION OF NORTH
FLORIDA, INC.

EFFECTIVE DATE:

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: Victoria L. Perez

EXAMINER'S INITIALS:

FILED
96 MAR 10 PM 4:14
96 MAR 18 AM 9:29
TALLAHASSEE, FLORIDA
SCOTT J. J. J.

T. BROWN MAR 19 1996

ARTICLES OF INCORPORATION
OF
ASSOCIATION FOR RETARDED CITIZENS FOUNDATION
OF NORTH FLORIDA, INC.

FILED
96 MAR 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

Association for Retarded Citizens Foundation of North Florida, Inc.

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the corporation shall be:

511 Gold Kist Boulevard
Live Oak, Florida 32060

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated exclusively for religious, educational, scientific and charitable purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain religious,

educational, scientific and charitable activities and to take any other action that, from time to time, shall be deemed expedient to the directors of this corporation and which shall further the said purposes. It shall be the primary purpose of this corporation to raise, invest, and manage funds for the purpose of making grants and providing financial assistance to organizations providing services and support for persons with mental retardation. It is intended that Comprehensive Community Service, Inc. ("CCS"), will be the principal beneficiary of such grants and financial assistance, provided that CCS shall then be an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the regulations issued thereunder, or any statute of similar import (the "Code").

(b) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer or director of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer or director of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to (1) CCS or its successor, provided that CCS or its successor shall then be an organization exempt under Section 501(c)(3) of the Code, or if CCS or its successor is not then in existence and so exempt, then to (2) a similar type organization located in the counties previously served by CCS or its successor that then would qualify for the provisions of Section 501(c)(3) of the Code. If no such organization exists and is exempt, assets shall be distributed to the Association for Retarded Citizens of North Florida, Inc. ("ARC/Florida"), provided that ARC/FL shall then be an organization exempt under Section 501(c)(3) of the Code. If ARC/FL is not then in existence and so exempt, then any organization exempt under Section 501(c)(3) of the Code operating in counties previously served by CCS. No trustee, officer or director of this corporation, or private individual shall be entitled to share in the distribution of any of the corporation's assets.

ARTICLE IV

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the religious, educational, scientific and charitable purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) as a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

Members

There shall be no members of this corporation.

ARTICLE VI

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII

Registered Agent and Registered Office

The initial registered agent of this corporation shall be Richard Mitchell, and the initial registered office of this corporation shall be 511 Gold Kist Boulevard, Live Oak, Florida 32060. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Incorporation

The name and address of the incorporator to these Articles of Incorporation is:

Name

Address

Richard E. Mitchell

511 Gold Kist Boulevard
Live Oak, Florida 32060

ARTICLE IX

Directors and Officers

The affairs of this corporation shall be managed by directors who shall be elected as provided in the bylaws and by officers who shall be elected by the Board of Directors. The officers to be elected shall be those provided for in the bylaws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the bylaws.

The number of directors and the manner of filling vacancies on the Board of Directors shall be provided in the bylaws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings of the Board of Directors may be held within or without the State of Florida.

ARTICLE X

Board of Directors

The names and addresses of the members of the initial Board of Directors, who, subject to these Articles, the bylaws of this corporation and the laws of the State of Florida, shall hold office until their respective successors have been duly elected and qualified are:

Name

Flarzell Strickland

Michael Dyar

Address

511 Gold Kist Boulevard
Live Oak, Florida 32060

511 Gold Kist Boulevard
Live Oak, Florida 32060

Jimmy McCullers

511 Gold Kist Boulevard
Live Oak, Florida 32060

Bobbie Lake

511 Gold Kist Boulevard
Live Oak, Florida 32060

ARTICLE XI

Bylaws

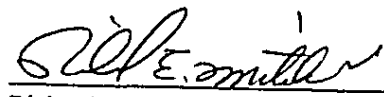
The bylaws of this corporation may be made, altered, amended or repealed, and new bylaws may be adopted from time to time by a majority vote of the directors of this corporation.

ARTICLE XII

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the directors of this corporation present at any meeting duly called and convened.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for the uses and purposes therein expressed this 11 day of MARCH, 1996.



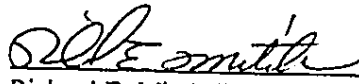
Richard E. Mitchell, Incorporator

ASSOCIATION FOR RETARDED CITIZENS FOUNDATION
OF NORTH FLORIDA, INC.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Richard Mitchell, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of registered agent as prescribed by Sections 617.0501-.0502, Florida Statutes.

DATED this 11th day of MARCH, 1996.



Richard E. Mitchell

FILED
96 MAR 18 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA