

N96000001570

TRANSMITTAL LETTER

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

SUBJECT: Parents' A.H.E.A.D., 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: Caroline C. Redpath
Name (Printed or typed)

16185 77th Trail North
Address

Palm Beach Gardens, FL 33418
City, State & Zip

(407) 743-6416
Daytime Telephone number

FILED
 96 MAR 20 AM 8:57
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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

T. BROWN MAR 26 1996.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s), of a corporation pursuant to chapter 617, Florida Statutes, adopt (s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Parent's A.H.E.A.D., Inc.

ARTICLE II PRINCIPAL OFFICE

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

16185 77th Trail North
Palm Beach Gardens, FL 33418

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is (are)

Provide parent education and parent support to high risk families in Palm Beach, Martin, St. Lucie, and Indian River Counties in Florida.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as set forth in the Bylaws of Parent's A.H.E.A.D., Inc. Article III, Executive Committee.

ARTICLE V LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI CORPORATE ORGANIZATION

This corporation is organized under a non-stock basis in compliance with Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1. All assets and earnings of the corporation shall be used exclusively for the exempt purpose hereinbefore set forth, including payment of expenses incidental thereto.
2. No earnings of the corporation will in any event inure to the personal benefit of any member, officer, or board member of the corporation or to any organization or individual, provided that reasonable compensation may be paid to any member, officer, or board member of the corporation in exchange for services actually rendered to or for the benefit of the corporation in furtherance of one or more of its purposes stated herein.
3. The corporation shall have no capital stock, pay no dividends, distribute no part of the income to its members, directors, or officers, and private property of the subscribers, members, directors, and officers shall not be liable for the debts of the corporation.
4. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by: (a) an organization exempt from federal income taxation under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provisions of subsequent revenue laws).
5. No substantial part of the activities of the corporation shall be 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 the statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VII ASSET DISTRIBUTION AT DISSOLUTION

In the event of dissolution, all assets remaining after payment of all costs and expenses of such dissolution shall be disbursed to such scientific, educational, and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Internal Revenue code of 1954 (or corresponding provisions of any subsequent revenue laws) having goals and objectives similar to those of this corporation as may be selected by the last Board of Directors, and none of the assets will be distributed to any members, officers, or directors of this corporation.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Caroline C. Redpath
Director : AHEAD
16185 77th Trail North
Palm Beach Gardens, Florida 33418

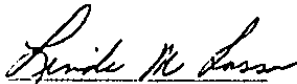
ARTICLE IX INCORPORATORS

The name (s) and the street address (es) of the incorporator (s) for these articles of incorporation is (are):

Linda M. Lasso
P.O. Box 8435
Hobe Sound, Fl 33475

The undersigned incorporator has executed these Articles of Incorporation this 14 day of March, 1996.

Signature of Incorporator:



Linda M. Lasso

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

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:

Parent's A.H.E.A.D., INC.

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

Caroline C. Redpath
16185 77th Trail North
Palm Beach Gardens, Florida 33418

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.

Caroline C. Redpath
(Signature)

March 14, 1996
(Date)