

196000001878

LAW OFFICES
WILLIAMS, MCGUIRE, BRAGG & HEAD

JESSE P. WILLIAMS
TERRENCE J. MCGUIRE
DORRY A. BRAGG
L. MILLER WILLIAMS
JOHN VERNON HEAD

JOHN J. TYSON
OF COUNSEL

February 21, 1996

SUITE 1301, CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

MAILING ADDRESS:
POST OFFICE BOX 3626
ORLANDO, FLORIDA 32802-0626
TELEPHONE (407) 648-4333
FAX (407) 648-8772

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Esteem, Inc. - Formation of corporation
Our File No. 7719-1

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate of Registered Agent, together with a check in the amount of \$122.50, regarding the above-referenced matter. This check represents the cost of the filing fees, certified copy of Articles of Incorporation and the fee for Registered Agent Designation for the captioned corporation.

Please return a certified copy of the Articles of Incorporation and Certificate of Registered Agent to our offices to the writer's attention, along with a receipt for the filing.

Thank you for your help and cooperation.

Very truly yours,

John Vernon Head

JVH:mb

Enclosures

7000001722687
-02/23/96--01660-014
****122.50 ****122.50

FILED
95 APR -8 MAIL
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

with - 4534
2/26/96
all
all
all
1
77



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 27, 1996

WILLIAMS, MCGUIRE BRAGG & HEAD
POST OFFICE BOX 3626
ORLANDO, FL 32802-3626

SUBJECT: ESTEEM, INC.
Ref. Number: W96000004354

We have received your document for ESTEEM, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 096A00008465

LAW OFFICES
WILLIAMS, MCGUIRE, BRAGG & HEAD

JESSE P. WILLIAMS
TERRENCE J. MCGUIRE
DORRY A. BRAGG
L. MILLER WILLIAMS
JOHN VERNON HEAD

JOHN J. TYSON
OF COUNSEL

SUITE 1301, CITRUS CENTER
255 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

MAILING ADDRESS:
POST OFFICE BOX 3626
ORLANDO, FLORIDA 32802-0026
TELEPHONE (407) 648-4333
FAX (407) 648-0772

March 26, 1996

Ms. Terri Buckley
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

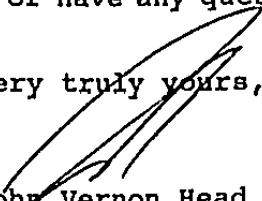
RE: Esteem for Florida Youth, Inc.
Your Reference Number: W96000004354
Your Letter Number: 096A00008465
My File No.: 7719-1

Dear Ms. Buckley

Pursuant to your letter of February 27, 1996, enclosed please find the revised Articles of Incorporation for Esteem, Inc. which have been revised to show the new corporate name of Esteem for Florida Youth, Inc. It is my understanding that upon receipt of the revised Articles you will complete the filing of this corporation.

Should you need anything further or have any questions, please feel free to contact this office.

Very truly yours,


John Vernon Head

JVH/sh

Enclosure

ARTICLES OF INCORPORATION
OF
ESTEEM FOR FLORIDA YOUTH, INC.

FILED
96 APR -8 AM 11:49
TALLAHASSEE, FLORIDA

The undersigned natural persons, each of whom is at least 18 years of majority age and are residents of the State of Florida and citizens of the United States, hereby associate themselves for the purpose of forming a non-profit corporation in accordance with and under the statutes of the State of Florida, and hereby adopt the following articles of incorporation for such non-profit corporation:

ARTICLE I. NAME

The name of the corporation is ESTEEM FOR FLORIDA YOUTH, INC.

ARTICLE II. DURATION

The period of the corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

The purposes for which this corporation are formed are to engage in the assistance of lifestyle and education enhancement of minors aged 3 to 18 and to provide and operate youth programs to achieve such assistance.

ARTICLE IV. NON-STOCK CORPORATION

The corporation shall be non-stock, and no dividends or pecuniary profits. Such share shall be declared or paid to the members thereof.

ARTICLE V. PRINCIPAL OFFICE

The address of the corporation's principal office is 718 Margaret Square, City of Winter Park, County of Orange, State of

Florida 32789. The name of the initial registered agent of the corporation, located at such office, is PAMELA MANN.

ARTICLE VII. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Name	Address
Vernelle Burke	718 Margaret Square Winter Park, Florida 32789
Pamela Mann	718 Margaret Square Winter Park, Florida 32789
Felita Riggins	718 Margaret Square Winter Park, Florida 32789

ARTICLE VII. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is three (3) and the names and addresses of the initial directors are:

Name	Address
Vernelle Burke	718 Margaret Square Winter Park, Florida 32789
Pamela Mann	718 Margaret Square Winter Park, Florida 32789
Felita Riggins	718 Margaret Square Winter Park, Florida 32789

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the

until such number is changed by a bylaw duly adopted by the members.

ARTICLE VIII. BYLAWS

The initial directors shall submit the proposed bylaws to the members at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. Following the adopting of bylaws by the affirmative vote of a majority of the members, the internal affairs of the corporation are to be regulated and managed in accordance with such bylaws.

ARTICLES IX. MEMBERSHIP REQUIREMENTS

Members shall be accepted and discharged or expelled on a majority vote of the directors then properly elected to serve.

IN WITNESS WHEREOF, we, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Winter Park, Orange County, Florida, on the 15th day of February, 1995.

Vernelle Burke

VERNELLE BURKE

Pamela Mann

PAMELA MANN

Felita Riggins

FELITA RIGGINS

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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 ESTEEM FOR FLORIDA YOUTH, INC.
2. The name and address of the registered agent and office is:

PAMELA MANN
718 MARGARET SQUARE
WINTER PARK, FLORIDA 32789

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.


PAMELA MANN

2-15-96
Date

FILED
96 APR -8 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222**N960000001878**Esteem for Florida
Youth, Inc.100002242351--0
07/21/97--01007--012
*****35.00 *****35.00

Name Availability	7/21/97
Document Expiration	DOH
Updater	DOH
Update Verifier	DOH
Acknowledgement	DOH
W.P. Verifier	DOH

Signature _____

Requested by: CJB

Name _____

Date 7-21Time 9:14

Walk-In _____

Will Pick Up _____

Amend

FILED
97 JUL 21 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
Merger File _____
✓ Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
97 JUL 21 AM 9:27

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

ESTEEM FOR FLORIDA YOUTH, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: Article X of the Articles of Incorporation is hereby added:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization 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.

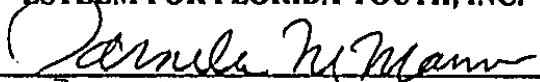
97 JUL 21 AM 11:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE X
PURPOSES

SECOND: The date of adoption of the amendment was July 14, 1997.

THIRD: There are no members entitled to vote on the amendment. The amendment was adopted by the board of directors.

ESTEEM FOR FLORIDA YOUTH, INC.



Signature of President

PAMELA M. MANN
President

7-16-97
Date