

N 9600003225

1201 HAYS STREET

ATLANTA, GA 30307

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(404) 222-7100
(404) 222-7101



PREFERRED LEGAL & FINANCIAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 989634 91324A

AUTHORIZATION :

Victoria Perez

COST LIMIT : \$ 122.50

ORDER DATE : June 17, 1996

ORDER TIME : 11:42 AM

ORDER NO. : 989634

CUSTOMER NO: 91324A

100001863991

CUSTOMER: Mr. Stuart A. Kaufman
KLAUSNER & COHEN, PA

Suite 200
6565 Taft Street
Hollywood, FL 33024

DOMESTIC FILING

NAME: CISM-REGION 11, 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:

JP
6/17/96

ARTICLES OF INCORPORATION
OF
CISM-REGION 11, INC.
A Not-For-Profit Corporation

THE UNDERSIGNED INCORPORATOR, desiring to form a corporation hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be CISM-REGION 11, INC., and the mailing address of this Corporation shall be 2000 South Dixie Highway, Suite 207-A, Miami, Florida 33133.

ARTICLE II

STATEMENT OF CORPORATE NATURE

This is a not-for-profit corporation organized for general fraternal and charitable purposes, pursuant to the Florida Corporation Not-For-Profit Law set forth in Chapter 617 of the Florida Statutes. The primary purpose of this Corporation shall not be for the purposes of legislative lobbying or the influencing of legislation.

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The specific and primary purpose for which this Corporation is organized is providing volunteer mental health professionals and peer support personnel in preparing emergency service personnel and their families to manage their job related stress and assist the emergency service personnel who are experiencing the negative effects of stress resulting from unusually stressful situations.

A. The general purpose for which this Corporation is formed is to operate exclusively for such fraternal and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws which will qualify it as a tax exempt organization under that Code.

B. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign or on behalf of any candidate for public office.

ARTICLE IV

TERM

This Corporation shall have perpetual existence.

ARTICLE V

MEMBERSHIP

The Corporation shall not have a membership distinct from the Board of Directors.

ARTICLE VI

SUBSCRIBERS

The names and addresses of the initial subscribers of this Corporation are as follows:

Angela Rodriguez
2000 South Dixie Highway
Suite 207-A
Miami, Florida 33133

ARTICLE VII

LOCATION AND PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

A. The County, in the State of Florida, with the principal office for the transaction of the business of this Corporation is to be located in County of Dade.

B. The name and address of the Corporation's registered agent is: Angela Rodriguez, 2000 South Dixie Highway, Suite 207-A, Miami, Florida 33133.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

A. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be not less than three (3); provided, however, that such number may be changed by a bylaw duly adopted by the members. The directors herein, as the first Board of Directors, shall hold office until the first meeting of the members to be held on June 11, 1996, at 9:30 a.m., at 2000 South Dixie Highway, Suite 207-A, Miami, Dade County, Florida, at which time election will be held. The Board of Directors will consist of seven (7) persons elected by the members, one of whom shall be Chairman of the Board and President of the Corporation. The membership shall also elect a Vice President, Secretary and Treasurer.

B. The names and address of the first members of the Board of Directors are as follows:

Angela Rodriguez
2000 South Dixie Highway
Suite 207-A
Miami, Florida 33133

Father Thomas Engbers
Natalie Duran-Carvajal
P. J. Mount
Carlos Alonso
Kathy Daegling
Tim Daniels
Manny Gelabert
John Norris
Father Mike Lynch
James Mann
c/o Angela Rodriguez
2000 South Dixie Highway
Suite 207-A
Miami, Florida 33133

C. The members shall elect the following officers: president, vice president, secretary, and treasurer, together with such other officers as may be created by the Bylaws of the Corporation. Until the election of officers as provided under these Articles, the following persons shall serve as corporate officers:

President:	Angela Rodriguez
Vice President:	P. J. Mount
Secretary:	Natalie Duran-Carvajal
Treasurer:	Father Thomas Engbers

ARTICLE IX

**SUBJECT TO THE LIMITATIONS CONTAINED IN THE BYLAWS
AND ANY LIMITATIONS SET FORTH IN THE CORPORATION
NOT-FOR-PROFIT LAW OF FLORIDA**

Concerning corporate action, there must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new

bylaws may be adopted by following procedures set forth in the Bylaws. The first set of bylaws of the Corporation is to be approved by resolution of the Board of Directors and the membership.

ARTICLE X

DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to fraternal and educational activities and no part of the net income or assets of this Corporation shall inure to the benefit of any director or officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI

DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment or provision for payment of all debts and liabilities to the Corporation, shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for fraternal or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any federal tax laws.

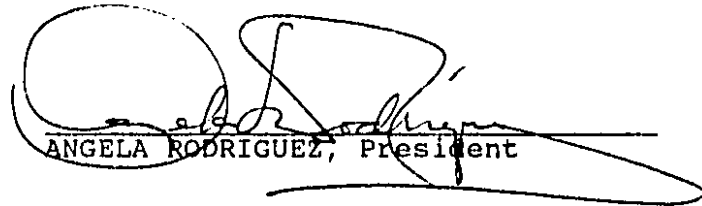
ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to a quorum of the members for their vote. Amendments may be adopted by vote of a majority of a quorum of the members present at a regular

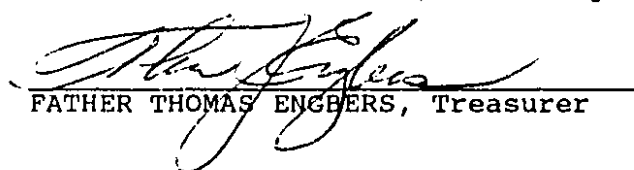
meeting or any special meeting of the Corporation called for this purpose.

WE THE UNDERSIGNED, being the incorporators of this Corporation and including all persons herein named as the subscribers of this Corporation for the purposes of forming this non-profit fraternal corporation, under the laws of Florida, have executed these Articles of Incorporation on this 11th day of JUNE, 1996.


ANGELA RODRIGUEZ, President


P. J. MOUNT, Vice President



NATALIE DURAN-CARVAJAL, Secretary

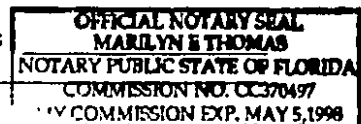

FATHER THOMAS ENGBERS, Treasurer

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11 day of JUNE, 1996, by Angela Rodriguez, as President of CISM-REGION 11, INC., a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me or who has produced FLA DRIVER LIC. as identification and who did not take an oath.


Name: MARILYN E. THOMAS
Notary Public
My Commission Expires
Commission No.: _____



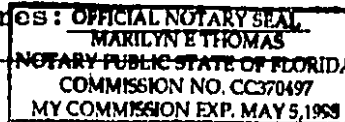
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11 day of JUNE, 1996, by P.J. Mount, as Vice-President of CISM-REGION 11, INC., a Florida not-for-profit corporation, on behalf of the corporation. He/She is personally known to me or who has produced FLA. DRIVER LIC. as identification and who did not take an oath.

Marilyn E. Thomas
Name: MARILYN E. THOMAS
Notary Public

My Commission Expires:
Commission No.:



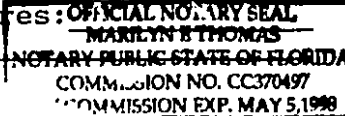
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11 day of JUNE, 1996, by Natalie Duran-Carvajal, as Secretary of CISM-REGION 11, INC., a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me or who has produced FLA. DRIVER LIC. as identification and who did not take an oath.

Marilyn E. Thomas
Name: MARILYN E. THOMAS
Notary Public

My Commission Expires:
Commission No.:



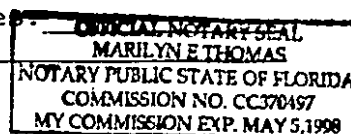
STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 11 day of JUNE, 1996, by Father Thomas Engbers, as Treasurer of CISM-REGION 11, INC., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or who has produced _____ as identification and who did not take an oath.

Marilyn E. Thomas
Name: MARILYN E. THOMAS
Notary Public

My Commission Expires:
Commission No.:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST - - That CISM-REGION 11, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal mailing address at 2000 South Dixie Highway, Suite 207-A, City of Miami, State of Florida, has named ANGELA RODRIGUEZ, located at 2000 South Dixie Highway, Suite 207-A, City of Miami, State of Florida, as its agent to accept service of process within the State of Florida.

SIGNATURE: _____

ANGELA RODRIGUEZ
(President)

DATE: _____

June 11, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE: _____

ANGELA RODRIGUEZ
(Resident Agent)

DATE: _____

June 11, 1996