

CORPORATE  
ACCESS,  
INC.

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

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**ARTICLES OF INCORPORATION  
OF  
CENTER FOR THE DEVELOPMENT OF  
CHILDREN AND FAMILIES, INC.  
(1996)**

Pursuant to Chapter 607 and 617, Florida Statutes, **CENTER FOR THE DEVELOPMENT OF CHILDREN AND FAMILIES, INC.**, a Florida corporation not-for-profit, files its Articles of Incorporation to state as follows:

**ARTICLE I**  
**Name and Location**

The name of the corporation shall be "Center for the Development of Children and Families, Inc.", and its principal place of business shall be located at 1628 San Marco Boulevard, Suite 14B, Jacksonville, Florida 32207.

**ARTICLE II**  
**Purposes**

The specific purposes of the corporation shall be to provide education, leadership, oversight and support for the preservation, enhancement and maintenance of children and their families; to strengthen the bond, communication and relationship between non-custodial parents and their children through parenting, mediation, conflict resolution and child support training; to conduct studies, provide training and technical assistance in the design of educational curriculums; and to provide research assistance and promote developmental programs that support the future of children and their families, consistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE III**  
**Powers**

The corporation shall have the general power to do all lawful acts, as conferred upon corporations not-for-profit by Section 617.0302, Florida Statutes, as amended from time to time, including but not limited to:

- (a) To sell, convey, encumber, manage, maintain, operate, transfer or otherwise dispose of all or any part of its assets or property, either real or personal;
- (b) To accept and execute deeds of title to such property;
- (c) To participate in ventures with other persons, institutions, partnerships or corporations in the pursuit of the purpose of the corporation as stated herein;

- (d) To contract and be contracted with;
- (e) To sue and be sued;
- (f) To undertake any and all lawful acts or course of conduct necessary, desirable or expedient in the prosecution of the corporation's purpose; and
- (g) To receive gifts, bequests, grants, and public and private financial assistance.

Notwithstanding the generality of the foregoing, the powers of the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall have no power to do any act inconsistent with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended from time to time; and

(b) No part of the income, profit or assets of the corporation shall inure to the benefit of, or be distributable to, directly or indirectly, any private individual, member, or officer; provided however, that the corporation shall have the right in its discretion to provide for and pay persons rendering special service; such compensation shall be appropriate to the value of such services and no one shall be disqualified to receive such compensation by reason of the fact that he or she is a member, officer, director of the corporation or any employee or agent thereof.

#### ARTICLE IV

##### Duration

This corporation shall exist perpetually.

#### ARTICLE V

##### Board of Directors

(a) The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of Directors shall be established pursuant to the provisions of the Bylaws of the corporation and may be increased or decreased from time to time in the manner provided by the Bylaws. The Board of Directors shall act as a board of directors under Sections 617.0801, et seq., Florida Statutes, which govern the duties and actions of boards of directors for corporations not-for-profit.

(b) The names and addresses of the initial Directors who will manage the affairs of the Corporation hereafter are:

William Jones	8060 Wicliff Court Jacksonville, Florida 32244
Dr. Frank Emanuel	8024 Altama Road Jacksonville, Florida 32216
Coleen McGinnis	8362 Sunflower Court Jacksonville, Florida 32244
John Scott	Post Office Box 4822 Jacksonville, Florida 32201

Directors shall be elected according to the by-laws.

#### ARTICLE VI Officers

The officers of the corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be provided by the Bylaws. The corporation's President shall be:

Vernon R. Washington	President
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The remaining corporate officers shall be elected as provided by the Bylaws of the corporation.

#### ARTICLE VII Registered Office and Agent

The street address of the registered office of this corporation is 1628 San Marco Boulevard, Suite 14B, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Vernon R. Washington.

#### ARTICLE VIII Bylaws

Bylaws of the corporation may be adopted or amended by a majority vote of the Directors of the corporation, so long as such Bylaws are not inconsistent with the provisions of these Articles.

#### ARTICLE IX Amendments

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto.

**ARTICLE X**  
**Incorporator**

The name and address of the person signing these Articles is:

Name

Address

Vernon R. Washington

1628 San Marco Boulevard, Suite 14B  
Jacksonville, Florida 32207

**ARTICLE XI**  
**Indemnification**

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

**ARTICLE XII**  
**Corporate Liquidation and Dissolution**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article II hereof. No substantial part of the activities of the corporation shall be the 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 statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such

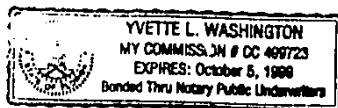
organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16<sup>th</sup> day of July, 1996.

N. R. Washington  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of July, 1996, by Vernon R. Washington, who is personally known to me or produced Drivers License as identification.



Yvette L. Washington  
Name (Please Print)  
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent to accept service of process for Center for the Development of Children and Families, Inc. (the "Corporation"), at the place designated above as the registered office of the Corporation, I hereby accept such designation to act as registered agent and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

Vernon R. Washington  
VERNON R. WASHINGTON  
Registered Agent