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LAW OFFICES
YETTER & ZAREMBA, P. A.
1402 THIRD AVENUE WEST
BRADENTON, FLORIDA 34205

DONALD W. YETTER
FRANK W. ZAREMBA

TELEPHONE (941) 749-1402
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July 26, 1996

Secretary Of State
ATTENTION: Division Of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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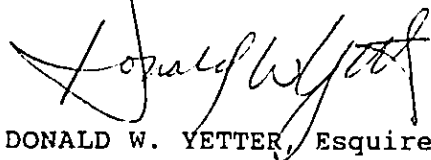
Re: Teen Relief, Inc., A Florida No For Profit Corporation

Ladies and Gentlemen:

Please find enclosed herewith the Articles Of Incorporation of the above captioned corporation which I ask that you please file and assign a charter number. I also request that you please certify the enclosed photocopy of the Articles and return same to my office. I have enclosed my client's check in the amount of \$122.50 to cover the costs of the foregoing.

Sincerely,

YETTER & ZAREMBA, P.A.

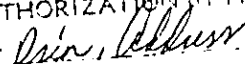
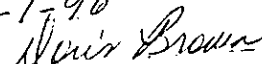

DONALD W. YETTER, Esquire

/dk

Enclosures

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26 JUL 31 PM 12:27
TALLAHASSEE, FLORIDA

 GAVE

AUTHORIZATION BY PHONE TO
CORRECT 
DATE 8-1-96
DOCEXAM 

D. BROWN AUG 1 1996

ARTICLES OF INCORPORATION
OF

TEEN RELIEF, INC.

(A Florida Not For Profit Corporation)

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act as set forth in Chapter 617 of the Statutes, adopt the following Articles Of Incorporation for the corporation:

ARTICLE I

THE NAME OF THE corporation is TEEN RELIEF, INC.
1517 - 57th STREET EAST

ARTICLE II BRADENTON, FLORIDA 34208

THE EXISTENCE OF this Corporation shall be in perpetuity.

ARTICLE III

THE CORPORATION IS a not for profit corporation. The purposes for which the corporation is organized are:

(A) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for an alternative school providing education for "at risk" students and youthful offenders in order to prepare such students to return to the community school system or obtain a G.E.D.

(B) The general purposes for which this corporation is formed are to operate exclusively for educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provision of

any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Code.

(C) 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 on behalf of any candidate for public office.

ARTICLE IV

THE CORPORATION SHALL have a membership distinct from the Board Of Directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the ByLaws of the corporation.

ARTICLE V

THE STREET ADDRESS of the initial registered office of the corporation is 1517 - 57th Street East, City of Bradenton, County of Manatee, State of Florida. The name of the corporation's initial registered agent at that address is PATRICIA ANN O. SKAHEN.

ARTICLE VI

THE POWERS OF THIS corporation shall be exercised, its property controlled and its affairs conducted by a Board Of Directors. The number of Directors of the corporation shall be

three (3); provided, however, that that number may be changed by a ByLaw duly adopted pursuant to the ByLaws of this corporation.

THE DIRECTORS named here as the first Board Of Directors shall hold office until the first meeting of members, to be held on September 10, 1996, at 5:30 p.m., at 1517 - 57th Street East, Bradenton, Florida, at which time an election of Directors shall be held.

DIRECTORS ELECTED at the first Annual Meeting, and at all subsequent times, shall serve for a term of one (1) year until the second Annual Meeting of members following the election of Directors and until the qualification of the successors in office. Annual Meetings shall be held at 5:30 p.m., on the second Tuesday in September of each year at the principal office of the corporation or at any other place or places designated by the Board Of Directors by resolution.

ANY ACTION required or permitted to be taken by the Board Of Directors under any provision of law may be undertaken without a meeting if all the members of the Board individually or collectively consent, in writing, to the action. Written consent or consents shall be filed with the Minutes of the proceedings of the Board and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board Of Directors without a meeting and that the Articles Of Incorporation and ByLaws of the corporation authorize the directors to act in

this manner. This statement shall be prima facie evidence of the Directors' authority.

THE NAMES AND addresses of the persons who are to serve as the initial Directors of this corporation are:

PATRICIA ANN O. SKAHEN
1517 - 57th Street East
Bradenton, Florida 34208

DONALD E. PERVIS
3900 Clark Road
Suite P-5
Sarasota, Florida 34233

ROBBIE GOSS
153 West Robinson
Brandon, Florida 33511.

ARTICLE VII

THE NAME AND address of the incorporator of this corporation is: PATRICIA ANN O. SKAHEN, 1517 - 57th Street East, Bradenton, Florida 34208.

ARTICLE VIII

THE BOARD OF Directors of the corporation shall elect a President, a Vice-President, a Treasurer and a Secretary, as well as any other Officers which the ByLaws of the corporation authorize the Directors to elect. Initially, Officers shall be elected at the first Annual Meeting of the Board Of Directors. Until that election is held, the following persons shall serve as corporate Officers:

PATRICIA ANN O. SKAHEN -- President
1517 - 57th Street East
Bradenton, Florida 34208

DONALD E. PERVIS -- Vice-President
3900 Clark Road
Suite P-5
Sarasota, Florida 34233

ROBBIE GOSS -- Secretary/Treasurer
153 West Robinson
Brandon, Florida 33511.

ARTICLE IX

SUBJECT TO THE limitations contained in the ByLaws and any limitations set forth in the Not For Profit Corporation Act Of Florida described above, concerning corporate action that 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, either by a resolution of the Board Of Directors or by following the procedure set forth in the ByLaws.

ARTICLE X

THE PROPERTY OF this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, Officer or member, or the benefit of any private individual.

ARTICLE XI

ON THE DISSOLUTION or winding up of this not-for-profit corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII

AMENDMENTS TO these Articles Of Incorporation may be proposed by a resolution adopted by the Board Of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

WE, THE UNDERSIGNED, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these Articles Of Incorporation on July 26, 1996.

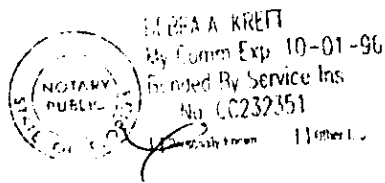
INCORPORATOR:

Patricia Ann O. Skaheh
PATRICIA ANN O. SKAHEN

STATE OF FLORIDA
COUNTY OF MANATEE

THE FOREGOING instrument was acknowledged before me on this 26th day of July, 1996, by PATRICIA ANN O. SKAHEN, who is personally known to me or who produced a valid Drivers License issued by the State of Florida as identification.

Dale A. Krett
Notary Public
Print Name:
My Commission Expires:
My Commission Number:



DESIGNATION OF REGISTERED AGENT

TEEN RELIEF, INC., a not-for-profit corporation, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the County of Manatee, State of Florida, has named PATRICIA ANN O. SKAHEN whose address is 1517 - 57th Street East, Bradenton, Florida 34208, as its agent to accept service of process within the State.

ACKNOWLEDGMENT

HAVING been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping open said office.

DATED: July 26, 1996.

REGISTERED AGENT:

Patricia Ann O. Skahen
PATRICIA ANN O. SKAHEN

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96 JUL 31 PM 12:27
CLARK COUNTY, FLORIDA