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John T. Murphy  
John C. Murphy  
Kurt C. Weiss

July 23, 1996

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-07/30/96--01086--015  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

RE: Alternatives For The Battered and Abused, Inc.

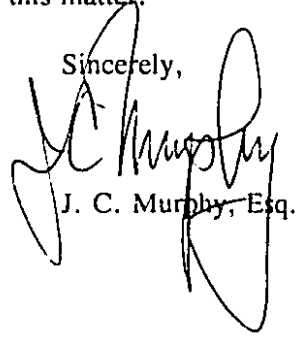
Dear Friends:

Enclosed are the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$70.00, representing payment of the following:

Filing fee	35.00
Registered agent fee	<u>35.00</u>
	\$70.00

Please file the enclosed Articles of Incorporation and return the copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,  
  
J. C. Murphy, Esq.

JCM:cf  
Enclosures

76  
8-1-96

ARTICLES OF INCORPORATION  
OF  
ALTERNATIVES FOR THE BATTERED AND ABUSED, INC.  
(Not for Profit Corporation)

95 JUN 1 1995  
FILED  
CLERK OF CIRCUIT COURT  
JACKSONVILLE, FLORIDA

The undersigned associate ourselves into a corporation solely for general educational purposes, pursuant to Chapter 617, Florida Statutes.

ARTICLE I  
CORPORATE NAME

The name of this corporation is ALTERNATIVES FOR THE BATTERED AND ABUSED, INC.

ARTICLE II  
DURATION

The term of the existence of the corporation is perpetual.

ARTICLE III  
GENERAL AND SPECIFIC PURPOSES

A. The specific purposes for which this corporation is organized is to provide services to victims of abuse in Brevard County, Florida.

B. The general purpose of the corporation, to the extent not inconsistent with the limitations and requirements imposed on an exempt organization as set forth below, is to engage in any activity or business permitted under the laws of the United States and the State of Florida by a not-for-profit corporation.

C. The corporation shall operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **ARTICLE IV**

### **EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, nor be distributable to its members, directors, 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 IV hereof.

B. 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 any candidate for public office.

C. 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 of 1954- (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions 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.

## **ARTICLE V**

### **MEMBERS**

The qualification for members and the manner of their admission to membership and termination of such membership, and voting by members shall be stated in the By-Laws.

## **ARTICLE VI**

### **PRINCIPAL OFFICE**

The principal office and mailing address of the corporation shall be: 2050 South Dixie Highway, Malabar, Florida 32950, but the corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

## **ARTICLE VII**

### **OFFICERS**

The affairs of the corporation shall be administered by a President, Vice President, and Secretary/Treasurer subject to the direction of the Board of Directors.

The names of the Officers who are to serve until the first election or appointment pursuant to the corporation's By-Laws are as follows:

SHIRLEY M. SAXTON	President
MICHAEL S. PAPA	Vice President and
DIXIE N. SANSOM	Secretary/Treasurer

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by the Board of Directors. The Board of Directors shall consist of not less than three (3) members and shall be elected or appointed as provided for by the By-Laws; provided the number of directors may be increased or decreased as set forth in the By-Laws, but the number shall never be less than three. The first Board of Directors of the corporation, shall consist of three (3) members as named herein:

SHIRLEY M. SAXTON  
2050 South Dixie Highway  
Malabar, Florida 32950

MICHAEL S. PAPA  
2050 South Dixie Highway  
Malabar, Florida 32950

DIXIE N. SANSOM  
110 Barton Avenue  
Rockledge, Florida 32955

## **ARTICLE IX**

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such

organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended, as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes

## **ARTICLE X**

### **BY-LAWS**

The By-Laws of the corporation shall be adopted by the Board of Directors, and thereafter such By-Laws may be amended or rescinded as provided therein.

## **ARTICLE XI**

### **INDEMNIFICATION**

Every Board member and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Board member or officer of the corporation at the time such expenses are incurred, except in such cases wherein the Board member or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Board member or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not inclusive of all other rights to which such Board member or officer may be entitled.

## **ARTICLE XII**

### **AMENDMENT OF ARTICLES**

Amendments of these Articles of incorporation may be proposed by and approved upon the affirmative vote of a majority of all members of the Board of Directors.

## **ARTICLE XIII**

The name and address of the initial Registered Agent of the corporation, the address of the principal office and the mailing address of the corporation is:

SHIRLEY M. SAXTON  
2050 South Dixie Highway  
Malabar, Florida 32950

ARTICLE XIV


The Subscribers to these Articles of Incorporation and their address are

SHIRLEY M. SAXTON  
2050 South Dixie Highway  
Malabar, Florida 32950

MICHAEL S. PAPA  
2050 South Dixie Highway  
Malabar, Florida 32950

DIXIE N. SANSOM  
110 Barton Avenue  
Rockledge, Florida 32955

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seal this 8th day of July, 1996.

  
SHIRLEY M. SAXTON

  
MICHAEL S. PAPA

  
DIXIE N. SANSOM

STATE OF FLORIDA - COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared SHIPLEY M. SEXTON and MICHAEL S. PAPA, who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed the same

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of July, 1996



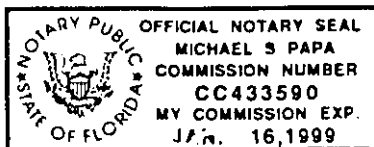
Christine R. Feroni  
Notary Public

My Commission Expires:

STATE OF FLORIDA - COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared DIXIE N. SANSOM, who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8th day of July, 1996.



Michael S. Papa  
Notary Public

My Commission Expires:

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

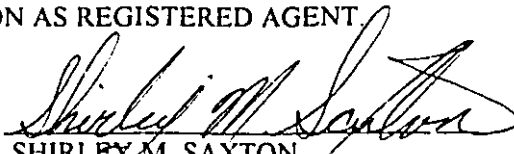
Pursuant to the provisions of Section 607 0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designation the registered office/registered agent in the State of Florida

- 1 The name of the corporation is Alternatives For The Battered And Abused, Inc.
- 2 The name and address of the registered agent and office is

SHIRLEY M. SAXTON  
2050 South Dixie Highway  
Malabar, Florida 32950

  
SHIRLEY M. SAXTON, President

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.

  
SHIRLEY M. SAXTON  
July 8, 1996