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BAKER
&
HOSTETLER
COUNSELLORS AT LAW

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FAX (407) 841-0168
WRITER'S DIRECT DIAL NUMBER (407) 649-4067

August 6, 1996

Domestic Charter Service
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

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Re: Corporate Formation for Central Florida Partnership For
Non-Violence, Inc.

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are the original and one copy of Articles of Incorporation for Central Florida Partnership For Non-Violence, Inc., together with a check in the amount of \$122.50 to cover the filing fee, certified copy and registered agent designation fees.

Please file the Articles as soon as possible and return the certified copy to me by regular United States mail.

Thank you for your assistance in this matter. if there are any problems with the formation of this company, please contact me at (407) 649-4067.

Very truly yours,


James V. Etscorn

Enclosures
1997/2782/DOMESTIC LTR

10/11/96
JD

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA PARTNERSHIP FOR NON-VIOLENCE, INC.
(A Corporation Not For Profit)

ARTICLE I

Name

The name of this corporation is CENTRAL FLORIDA PARTNERSHIP FOR NON-VIOLENCE, INC. (the "Corporation").

ARTICLE II

Authority

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation.

ARTICLE III

Purpose

The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply,

invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

(a) By an organization exempt from federal income tax under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such Code, and/or

(b) By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

ARTICLE IV

Qualification of Members

The membership of this Corporation shall constitute the person hereinafter named as incorporator and such other persons as, from time to time hereafter, may become members, in the manner provided in the Bylaws. The members of this Corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE V

Incorporators

The name and residence of the incorporator is:

Mr. Robert J. McCarthy
Children's Rights Foundation
400 E. Semoran Blvd., Suite 102
Casselberry, Florida 32707

ARTICLE VII

Officers

Section 1. The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Corporation are:

<u>Office</u>	<u>Name</u>
President	Bob McCarthy
Vice President	Kathleen G. Moore, Ph.D.
Secretary	Noma Frisbee
Treasurer	Nancy Barth

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the Bylaws.

ARTICLE VIII

Board of Directors

Section 1. The number of directors of the Corporation shall be four, which number may be increased or decreased from time to time, by the Bylaws, but shall never be less than four.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as directors until the first annual meeting of the Corporation, are:

<u>Name</u>	<u>Address</u>
Len Burnett	9086 Airport Blvd. Orlando, FL 32827
Thomas Gillan	1771 N. Semoran Blvd. Orlando, FL 32807
Michael Mobley	580 Oviedo Road Winter Springs, FL 32708
Harry Jackson	Orange County Corrections 3723 Vision Blvd. Orlando, FL 32839
Deborah Shearer	Diocese of Orlando 1771 N. Semoran Blvd. Orlando, FL 32807
Michael Vappie	3604 Bocage Drive Orlando, FL 23812
Charles Wolfe	2900 W. 33rd Street Orlando, FL 32812

ARTICLE IX

Bylaws

Section 1. At the initial meeting of the Corporation, the members of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose, subject to approval by the members as provided in the initial Bylaws.

ARTICLE X

Amendments

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI

Location

The street address of the initial registered office of this corporation shall be at 400 E. Semoran Blvd., Suite 102, in the City of Casselberry, County of Seminole, State of Florida, and the name of the original registered agent at that address shall be Robert J. McCarthy. The principal office address of the Corporation shall be 400 E. Semoran Blvd., Suite 102, Casselberry, Florida 32707.

ARTICLE XII

Tax Exempt Status

No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article II hereof. The Corporation shall not have the power to declare dividends. No substantial part of the activities of the Corporation shall be 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. Notwithstanding any 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 1986, (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 1986 (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507, (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XIII

Meetings

Section 1. The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

Section 2. The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

ARTICLE XIV

Distribution of Assets Upon Dissolution

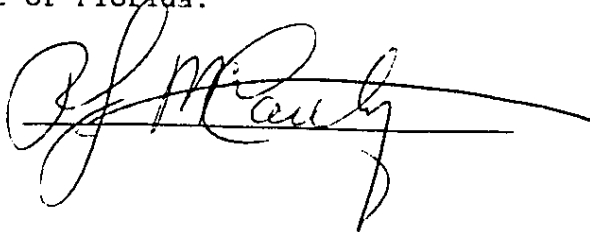
Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court 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.

ARTICLE XV

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 10th day of July, 1996, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

10th The foregoing instrument was acknowledged before me this day of July, 1996, by R. J. MCCARTHY, who personally known to me or has produced DL #7263-770-54-188-C as identification.

(NOTARY SEAL)



OFFICIAL SEAL
Deborah B. Krumrey
My Commission Expires
Sept. 14, 1996
Comm. No. CC 222960

Deborah B. Krumrey
(Notary Signature)

DEBORAH B. KRUMREY
(Notary Name Printed)
NOTARY PUBLIC

REGISTERED AGENT CERTIFICATE

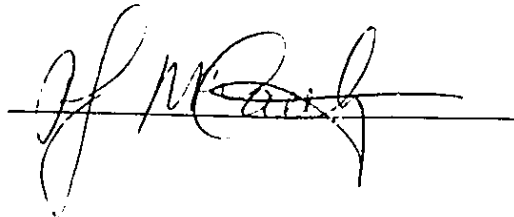
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That CENTRAL FLORIDA PARTNERSHIP FOR NON-VIOLENCE, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Casselberry, County of Seminole, State of Florida, has named Robert J. McCarthy, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent 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 provision of said statute relative to keeping open said office, and further states he is familiar with §607.0501, Florida Statutes.

DATED: 10 July 96



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