

1201 HAYS STREET  
TALLAHASSEE, FL 32301-1105  
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9/1/222 013 JAN  
800-342-8086  
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96 AUG 21 PM 1:55

PRIENTICE HALL  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032 CORPORATION

REFERENCE : 060938 4352702

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 21, 1996

ORDER TIME : 12:51 PM

ORDER NO. : 060938

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas  
WILLIAMS PARKER HARRISON DIETZ  
& GETZEN  
200 South Orange Avenue

Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: YMCA CHILDREN, YOUTH AND  
FAMILY SERVICES, 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: Michelle Bailey

EXAMINER'S INITIALS:

cf  
8/21/96

96 AUG 21 PM 3:35  
FILED  
STATE  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FL

FILED  
STATE  
CLERK'S  
OFFICE  
JUL 31 3:35

ARTICLES OF INCORPORATION  
OF  
YMCA CHILDREN, YOUTH AND FAMILY SERVICES, INC.  
(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I, hereby make, adopt and subscribe the following Articles of Incorporation:

I.  
NAME OF CORPORATION

The name of this corporation shall be:

YMCA Children, Youth and Family Services, Inc.

The principal address and the mailing address of the corporation shall be:

1084 South Briggs Avenue  
Sarasota, Florida 34237

II.  
PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable, and educational 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. The corporation is organized to help the children, youth and families of southwest Florida develop Christian personalities and to aid them in building a Christian Society through the improvement of their physical, mental, moral and religious conditions.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, educational, cultural and other charitable purposes, including:

- (a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- (b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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 herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on 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).

### III. MEMBERSHIP

The sole member of this corporation shall be the Sarasota Family Young Men's Christian Association, Inc..

### IV. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of not less than eight (8) nor more than twenty-four (24) persons, as determined pursuant to provisions of the Bylaws. The board of directors of the corporation shall be elected at the meeting of the members of the corporation, in the manner as determined pursuant to provisions of the Bylaws.

### V. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

### VI. BYLAWS

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

VII.  
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236, and the name of the initial registered agent of this corporation at that address is James L. Turner.

VIII.  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

Carl Weinrich  
1084 South Briggs Avenue  
Sarasota, Florida 34237

IX.  
COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

X.  
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to the Sarasota Family Young Men's Christian Association, Inc., ("YMCA"), or, if YMCA no longer exists or is no longer qualified as a 501(c)(3) exempt organization by the Internal Revenue Service, to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.


XI.  
AMENDMENT

STATE  
OFFICE

95 AUG 21 PM 3:35

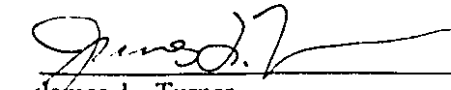
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation upon the affirmative vote of a majority of the members of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of August, 1996.

  
Carl Weinrich

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of YMCA Children, Youth and Family Services, Inc., to accept service of process upon said corporation in this state.

  
James L. Turner  
Registered Agent

N9600004368

1201 HAYS STREET  
TALLAHASSEE, FL 32310-2607  
904-277-0171  
904-277-0393  
800-342-8086



RECEIVED  
96 SEP 23 PM 4:13

ACCOUNT NO. 095472  
DIVISION OF CORPORATION

REFERENCE : 095472 4352702  
AUTHORIZATION : Patricia Pzyto  
COST LIMIT : \$ 87.50

ORDER DATE : September 23, 1996  
ORDER TIME : 3:01 PM  
ORDER NO. : 095472  
CUSTOMER NO: 4352702

800001953966

CUSTOMER: Ms. Jennifer Lukas  
Williams Parker Harrison Dietz  
200 South Orange Avenue  
Sarasota, FL 34230-3258

Amend

DOMESTIC AMENDMENT FILING

NAME: YMCA CHILDREN, YOUTH AND  
FAMILY SERVICES, INC.

FILED  
96 SEP 23 PM 4:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF

Name	9/23/96
Document	INCORPORATION
Updater	104
Verifier	104
Acknowledgment	104
W.P. Verifier	104

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD-STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF AMENDMENT  
OF  
YMCA CHILDREN, YOUTH AND FAMILY SERVICES, INC., a  
FLORIDA not-for-profit corporation

FILED  
96 SEP 23 PM 4:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Articles of Incorporation of YMCA Children, Youth and Family Services, Inc., a Florida not-for-profit corporation, shall be and hereby are amended by striking Article II in its entirety, and by substituting in its place the following:

II.  
PURPOSES

The purposes for which the corporation is organized are exclusively religious, charitable, and educational 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. The corporation is organized to help the children, youth and families of southwest Florida develop Judeo-Christian personalities and to aid them in building a Judeo-Christian Society through the improvement of their physical, mental, moral and religious conditions.

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, educational, cultural and other charitable purposes, including:

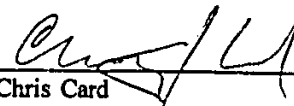
- (a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- (b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors, such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

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 herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on 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).

The Amendment was approved at a duly noticed and convened meeting of the Member of the Corporation on September 19 1996. The number of votes cast for the Amendment was sufficient for approval. This Amendment was properly adopted in accordance with Article XI of the Articles of Incorporation and § 617.1002 (2), Florida Statutes.

IN WITNESS WHEREOF, the President has executed these Articles of Amendment.

  
Chris Card  
President