

N96000004818

TRANSMITTAL LETTER RECEIVED

96 SEP 17 PM 2:45  
DIVISION OF CORPORATION

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

4000001943704  
-09/17/96--01156--004  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: Community Prevention & Development Center, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$75.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☒ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 17 PM 3:08

FILED

FROM: Bertha W. Ward  
Name (Printed or typed)

305 Patty Lynn Drive  
Address

Tallahassee, Florida 32310  
City/State & Zip

(904) 942-6640  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

SEP 17 1996

will wait

**ARTICLES OF INCORPORATION  
OF  
COMMUNITY PREVENTION & DEVELOPMENT CENTER, INC.**

The undersigned, Community Prevention & Development Center, Inc., a Florida For-Profit Corporation organized pursuant to Chapter 607, Florida Statutes, acting as Incorporator, executed these Articles of Incorporation for the purpose of forming a Corporation Not-For-Profit pursuant to Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE ONE  
NAME**

The name of the Corporation shall be: **COMMUNITY PREVENTION &  
DEVELOPMENT CENTER, INC.**

**ARTICLE TWO  
TERM**

The period of the duration of this Corporation is perpetual; unless terminated by the Board of Directors, and in the event of such termination, the Corporation shall be dissolved in accordance to law.

**ARTICLE THREE  
PURPOSES**

3.01 The specific and primary purposes for which this Corporation is formed are:

- a. To operate community prevention/intervention programs funded through public and private contracts, grants and contributions; to provide services that encourage and empower under privileged and economically disadvantaged families to effectively address home, school

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and community issues; to provide to families a system of care that maximizes and promotes the utilization of family strengths; and to develop programs for early intervention, prevention and family preservation training to interphase into the family unit with the Corporation empowered to provide these services including others by the solicitation of contributions and by the expenditure and/or distribution of its funds for such purposes, and particularly for functioning as a corporation Not-For-Profit under the Florida Not For Profit Corporation Act. Further, to provide for a facility through lease, purchase, donation or otherwise for the Corporation to carry on the operations of the Corporation and its programs; and

b. To provide other lawful purposes related to the furtherance of the purposes set forth, herein.

3.02 The general purposes for which the Corporation is formed are to operate exclusively for such purposes as would qualify it as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code ("IRC") of 1954, as amended or corresponding provisions of any subsequent federal tax laws, including but not limited to such purposes as the making of distributions to organizations which qualify as tax-exempt organizations under said Code.

3.03 This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding provisions hereof, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax

under Section 501(c)(3) of the IRC, as amended, of 1954 (or corresponding provision of any further United States Tax Law).

#### **ARTICLE FOUR** **PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be at 305 Patty Lynn Drive, Tallahassee, Florida 32310.

#### **ARTICLE FIVE** **MEMBERSHIP**

These persons, Bertha W. Ward and Doc Ward, Jr. shall be the members of this Corporation, unless provided otherwise by the By-Laws of the Corporation. Any additional members of this Corporation may include individuals, corporations, trusts or other legal entities and/or organizations having an interest in promoting and advancing the purposes of this Corporation as set forth in Article Three hereof. The By-Laws shall set forth the manner for admitting new members to the Corporation and the reasons and the manner for removing any member.

#### **ARTICLE SIX** **DIRECTORS AND OFFICERS**

The general policy and affairs of the Corporation shall be determined by a Board of Directors to be elected as prescribed by the By-laws. The officers of the Corporation are set forth in **ARTICLE EIGHT (OFFICERS)** hereof, and any officer may serve in more than one capacity except that the President and Secretary shall always be different persons. The directors and officers may lawfully and properly exercise their duties and

responsibilities pursuant to these Articles, the Corporate By-Laws and the law under Florida Statutes Chapter 617, and other applicable provisions.

**ARTICLE SEVEN**  
**BOARD OF DIRECTORS**

7.01 The Initial Board of Directors shall consist of Three (3) persons. The names and addresses of the persons who are to serve as such until their successors are elected and qualified are as follows:

	<b><u>NAME/OFFICE</u></b>	<b><u>ADDRESS</u></b>
1.	BERTHA W. WARD Chairman	305 Patty Lynn Drive Tallahassee, Florida 32310
2.	DOC WARD Vice-Chairman	305 Patty Lynn Drive Tallahassee, Florida 32310
3.	JEWEL W. HOLMES	1522 Crown Ridge Road Tallahassee, Florida 32310

7.02 The number of members of the Board of Directors may be increased or decreased by amendment of the By-Laws, but shall never be less than three.

**ARTICLE EIGHT**  
**OFFICERS**

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the By-Laws. Each Officer shall be appointed by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be proscribed

**COMMUNITY PREVENTION & DEVELOPMENT CENTER, INC.**

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by the By-Laws. The name and address of each Initial Officer of the Corporation is as follows:

	<b><u>NAME/OFFICE</u></b>	<b><u>ADDRESS</u></b>
1.	BERTHA WARD President	305 Patty Lynn Drive Tallahassee, Florida 32310
2.	DEBORAH LLOYD Vice-President	4126 Wiggington Road Tallahassee, Florida 32303
3.	JEWEL HOLMES Secretary	1522 Crown Ridge Road Tallahassee, Florida 32310
4.	BERTHA WARD Treasurer	305 Patty Lynn Drive Tallahassee, Florida 32310

**ARTICLE NINE**  
**BY-LAWS**

The By-Laws of the Corporation shall be adopted by the Board of Directors, and may be amended, altered or restricted by a majority vote of the Board of Directors and ratified by the member(s) by a majority vote at a duly called meeting.

**ARTICLE TEN**  
**LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 THREE (PURPOSES)** hereof.

**ARTICLE ELEVEN**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended, altered or rescinded by the approval of not less than a two-third (2/3) vote of the member(s) of the Corporation. However, the Board of Directors may amend, alter or rescind the Articles of Incorporation notwithstanding the approval or lack of approval by the members.

**ARTICLE TWELVE**  
**MEMBERSHIP CERTIFICATE**

12.01 All members of the Corporation shall receive a certificate of membership as designated by the Board of Directors upon becoming a member of the Corporation.

12.02 This Corporation is organized under a nonstock basis. This Corporation shall not issue shares of stock.

**ARTICLE THIRTEEN**  
**INDEMNIFICATION**

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney fees and costs reasonably incurred by and imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Corporation,

whether or not he is a Director or Officer of the Corporation at the time such expenses were incurred, except when the Director or Officer is adjudged guilty of willful malfeasance in the performance of his duties; provided that in the event of a settlement Indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

**ARTICLE FOURTEEN**  
**NON-RESIDENT DIRECTORS**

The Directors need not be residents of this State or members unless the By-Laws so require.

**ARTICLE FIFTEEN**  
**DISTRIBUTION OF ASSETS**

15.01 In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

15.02 The Board of Directors shall determine which organization(s) will receive the residual assets of the Corporation pursuant to the provisions of Section 15.01.



**ARTICLE SIXTEEN**  
**INCORPORATORS**

The name and street address of the Incorporator is Community Prevention & Development Center, Inc., a Florida For-Profit Corporation organized pursuant to Chapter 607, Florida Statutes, with its principal office at 305 Patty Lynn Drive, Tallahassee, Florida 32310.

IN WITNESS WHEREOF, the undersigned Incorporators, have executed these Articles of Incorporation this 17th day of September 1996.

**Community Prevention & Development Center, Inc.**  
**Incorporator**

Bertha W. Ward  
President

Attested by: James W. Holmes  
Secretary

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Community Prevention & Development Center, Inc.

2. The name and address of the registered agent and office is:

Bertha W. Ward

(NAME)

305 Patty Lynn Drive

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, Florida 32310

(CITY/STATE/ZIP)

*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.*

Bertha W. Ward  
(SIGNATURE)

9/17/96  
(DATE)

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