

N9600005366
Article of Incorporation
of

**Community Counseling Center Development, Inc.
1641 Yeomans Path
Lakeland, Florida 33809
Transmittal Letter**

September 30, 1996

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

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-10/03/96--01042--017
****131.25 ****131.25

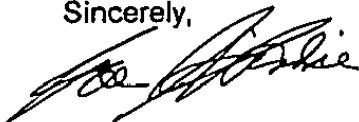
Re: Community Counseling Center Development, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$131.25 for the filing fee, certified copy of the Articles and Certificate. These Articles are from:

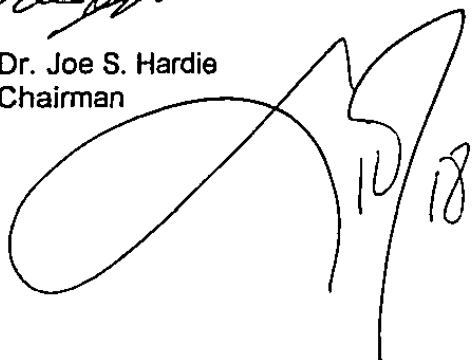
Dr. Joe S. Hardie
1641 Yeomans Path
Post Office Box 92329
Lakeland, FL 33804-2329
(941) 815-9058

If you have any questions, please contact me. Thank you

Sincerely,



Dr. Joe S. Hardie
Chairman



1096-21289
OK Name

SECRETARY OF STATE
TALLAHASSEE FLORIDA

96 OCT 18 PM 12:48

FILED

558



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 8, 1996

DR. JOE S HARDIE
1641 YEOMANS OPATH
P.O. BOX 92329
LAKE LAND, FL 33804-2329

SUBJECT: COMMUNITY COUNSELING CENTER DEVELOPMENT, INC.
Ref. Number: W96000021209

We have received your document for COMMUNITY COUNSELING CENTER DEVELOPMENT, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 796A00045772

Community Counseling Center Development, Inc.
1641 Yeomans Path
Lakeland, FL 33809
(941)815-9058

October 14, 1996

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, FL 32314

96 OCT 18 PM 12:48
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

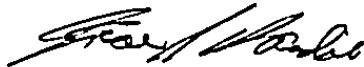
Subject: Community Counseling Center Development, Inc.
Reference Number: 796A00045772/W96000021209

Dear Sir/Madam:

Please find attached the corrected copy of the Corporation document for
Community Counseling Center Development, Inc.

Thank you in advance for an immediate reply.

Sincerely,



Dr. Joe S. Hardie
Chairman of Board of Directors

DJH/dq

Enclosures

P.S. I can be reached during the day at (941) 686-6793. Thank you.

Articles of Incorporation
Of
Community Counseling Center Development, Inc.

We, the undersigned subscribers, acting as Incorporators of a Corporation pursuant to Chapter 617, et. seq., Florida Statutes applicable to Corporations Not For Profit adopts the following Articles of Incorporation.

Article I
Name

The name of the Corporation shall be: "Community Counseling Center Development, Inc."

Article II
Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this Corporation shall be 1641 Yeomans Path; Lakeland, FL 33809, and the duration of the Corporation shall be a perpetual existence.

Article III
Purpose(s)

A) The general purpose of this Corporation shall be to engage in social, educational and civic activities.

B) In furtherance, but not in limitation of the forgoing purposes, the Corporation shall have the power and authority;

1) To receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gifts bequest or devise from any person, firm or Corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the by-laws.

2) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.

3) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes. This Corporation shall not be authorized to issue capital stock.

4) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.

5) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

6) To contract and be contracted with.

7) To adopt and use a corporation seal containing the words "Corporation Not For Profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.

8) **UPON DISSOLUTION** of the Corporation or winding up of its affairs, the assets of the Corporation shall be applied and distributed as follows:

a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made therefore;

b) Assets held by the Corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding up, shall be returned, transferred or conveyed in accordance with such requirements; and

c) All remaining assets not disposed of under either of the preceding paragraphs (a) or (b) shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code 1986, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State or Local government for public purpose. Any such assets not so disposed of shall be disposed by the court or common pleas, of the county in which the principal office of the Corporation is located, exclusively for such purposes.

9) **NOTWITHSTANDING** any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempted from Federal Income Tax under section 501(c) (3) of the Internal Revenue Code 1986, or Corresponding provision of any future United States Internal Revenue Law.

Article IV Manner of Appointment of Directors

The manner in which the directors are appointed shall be by the method and for term as designated in the by-laws. All corporate powers shall be exercised by or under the authority of; and the affairs of the Corporation shall be managed under the direction of a board of directors. The conditions of appointment to the board of directors and the number of directors, which shall not be less than three (3) shall be provided in the by-laws.

Article V Membership

The Corporation shall have no members; and the directors shall have the sole voting power of the Corporation.

ARTICLE VI Limitation of Corporate Powers

The corporate powers of Community Counseling Center Development, Inc. are as provided in Section 617.0302, Florida Statutes, unless limited as follows:

1) The Board of Directors will hold in trust the property of the Center. They will have no power to buy, sell, mortgage, lease or transfer any property, equipment or furniture without the specific vote of the Board of Directors authorizing such actions.

2) The Chairman of the Board of Directors or an appointee must present at the Annual Meeting the amount and kind of insurance being carried on property owned by the Center and any other legal transactions of the Center.

**Article VII
Registered Agent and Street Address**

The name and the street address of the initial registered agent is as follows: Dr. Joe S. Hardie, 1641 Yeomans Path; Lakeland, Florida 33809

**ARTICLE VIII
Incorporators**

The names and street addresses of the incorporators for these Articles of Incorporation are:

Name	Address
Dr. Joe S. Hardie	1641 Yeomans Path Lakeland, FL 33804-2329
Dell Quary	366 Corona Del Mar Street Lakeland, FL 33804-0463
Pattina Palmore	815 North Missouri Avenue Lakeland, FL 33801
Jessie Parrish	3722 North Florida Avenue Lakeland, FL 33805
Deansy M. Bolden	703 West Ninth Street Lakeland, FL 33805

ARTICLE IX Officers

The names, addresses and offices held of the initial officers of the Corporation, who shall hold office until new officers shall be appointed by the method and for terms as designated in the by-laws are:

Name	Address
Dr. Joe S. Hardie, Chairman	1641 Yeomans Path Lakeland, FL 33809
Dell Quarry, Co-Chairperson	366 Corona Del Mar St. Lakeland, FL 33809
Pattina Palmore, Secretary	815 North Missouri Avenue Lakeland, FL 33801
Jessie Parrish, Treasurer	3722 North Florida Avenue Lakeland, FL 33805
Deansy M. Bolden, Historian	703 West Ninth Street Lakeland, FL 33805

ARTICLE X Board of Directors

The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws; but shall never be less than three (3). The names and addresses of the initial board of directors of the corporation are as follows.

Name	Address
Dr. Joe S. Hardie	1641 Yeomans Path Lakeland, FL 33804-2329
Dell Quarry	366 Corona Del Mar Street Lakeland, FL 33804-0463

Pattina Palmore

815 North Missouri Avenue
Lakeland, FL 33801

Jessie Parrish

3722 North Florida Avenue
Lakeland, FL 33805

Deansy M. Bolden

703 West Ninth Street
Lakeland, FL 33805

Article XI
Compensation and Indemnification


A) **Compensation**--A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the Board of directors as: (i) member of the administrative staff of the Corporation or (ii) for the compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the by-laws.


B) **Indemnification**--Every director and officer of the Corporation shall be indemnified by the Corporation reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board of directors.

Article XII
By-Laws and Amendments


The by-laws may be made, altered or rescinded by a majority vote of the directors at any meeting at which time a quorum is present and written notice of such an amendment has been given at the previous regular meeting. The Articles of Incorporation may be made, altered or rescinded by a two-thirds vote of the Directors at a regular meeting subsequent written notice of an amendment change at a regular meeting at which time a quorum is present.

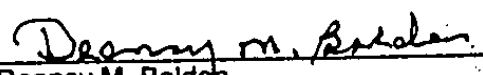
IN WITNESS WHEREOF, the undersigned being the Incorporators of this Corporation have executed these Articles of Incorporation this 30th day of September 1996.


Dr. Joe S. Hardie


Dell Quarry


Pattina Palmore


Jessie Parrish


Deansy M. Bolden

STATE OF FLORIDA)
COUNTY OF POLK)

BEFORE ME, the undersigned authority duly authorized to take oaths and acknowledgments, personally appeared **DR. JOE S. HARDIE, DELL QUARY, PATTINA PALMORE, JESSIE PARRISH AND DEANSY M. BOLDEN** each of whom and to me well known to be the persons described in and subscribed to the above and foregoing instrument; and each of them freely and voluntarily acknowledged before me according to law that they made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Lakeland, in said County and State, this 30th day of September 1996.

Mildred McShay Hawk
Notary Public - State of Florida
My Commission Number: #CC528069
My Commission Expires: February 8, 2000



Mildred McShay Hawk
MY COMMISSION # CC528069 EXPIRES
February 8, 2000
SIGNED TROY TROY FARM INSURANCE, INC.


STATE OF FLORIDA
DEPARTMENT OF SAME

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AN AGENT
UPON WHOM SERVICE PROCESS MAY BE SERVED.

COMMUNITY COUNSELING CENTER DEVELOPMENT, INC., a Corporation
organized (being organized) under the laws of the state of Florida, with its
principal office at 1641 Yeomans Path, Lakeland, Polk County, Florida 33809,
designating Dr. Joe S. Hardie as its agent to accept service of process within
this State.


Dr. Joe S. Hardie

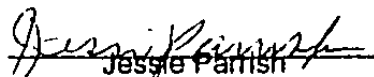
1641 Yeomans Path
Lakeland, FL 33809


Dell Quary

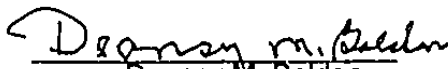
366 Corona Del Mar Street
Lakeland, FL 33809


Pattina Palmore

815 North Missouri Avenue
Lakeland, FL 33801


Jessie Parrish

3722 North Florida Avenue
Lakeland, FL 33805


Deansy M. Bolden

703 West Ninth Street
Lakeland, FL 33805

ACCEPTANCE

I AGREE as Resident Agent to accept service of process: To keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


DR. JOE S. HARDIE-RESIDENT AGENT

STATE OF FLORIDA)
COUNTY OF POLK)


FILED
96 OCT 18 PM 12:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

BEFORE ME, the undersigned authority, duly authorized to take oaths and acknowledgments, personally appeared DR. JOE S. HARDIE, who is known to be the person described in and who subscribed to the above and foregoing instrument; and who freely and voluntarily acknowledged before me according to law that he made and subscribed to the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Lakeland, in said County and State this 30th day of September, 1996.



Mildred McShay Hawk
MY COMMISSION # CC528069 EXPIRES
February 8, 2000
BONDED THROUGH TROY FAIR INSURANCE, INC.


Notary Public-State of Florida
My Commission Number: #CC528069
My Commission Expires: February 8, 2000

N96000005366

Community Counseling Center Development, Inc.
Post Office Box 92329
Lakeland, FL 33804-2329
(941) 815-9058

March 4, 1997

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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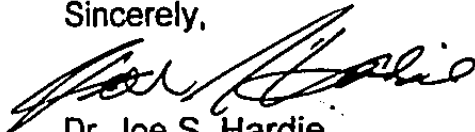
Dear Sir/Madam:

300002107059--5
-03/07/97--01039--009
*****87.50 *****87.50

Please substitute the paragraph of Article III, Section 9 -- Purpose (s) with the attached Amendment (s). I have enclosed one original and a copy of the Amendment(s); it necessary that I receive a copy of the amendment(s) to Community Counseling Center Development, Inc.'s Articles of Incorporation reflecting the seal and signature of the appropriate state official immediately.

A check for the amendment(s) of the articles of incorporation and a certified copy of the amendment(s) is enclosed. If you have any questions or comments, please contact me at (941) 686-6793. Thank you in advance for your immediate attention in this matter.

Sincerely,



Dr. Joe S. Hardie
Chairman

JSH/dq

Enclosure: Articles of Amendment

Amene
LF

FILED
97 MAR -7 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

COMMUNITY COUNSELING CENTER DEVELOPMENT, INC.

FILED
97 MAR -7 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendment Adopted: Article III, Section 9 & 9A

9) **NOTWITHSTANDING** any other provision of these Articles, said organization is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

a) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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.

SECOND: The date of adoption of the amendment(s) was: March 3, 1997.

THIRD: Adoption of Amendment:

The amendment(s) was (were) adopted by the members of the board and the number of votes cast for the amendment was sufficient for approval.

Community Counseling Center Development, Inc.

Signature: _____

Dr. Joe S. Hardie, Chairman

Date: March 4, 1997