

N98000000862

PHILIP S. HANEY LL.M. (TAXATION)
ADMITTED OKLAHOMA AND TENNESSEE

LAW OFFICES
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WRITER'S DIRECT DIAL NUMBER
918.774.

February 11, 1998

Florida Department of State
Corporations Division
409 E. Gaines Street
Tallahassee, FL 32399

via UPS Second Day Air

FILED
98 FEB 12 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: *Articles of Dissolution for New Dimensions
Family Services, Inc.
Articles of Incorporation for New Dimensions
Family Services, Inc. (refiled as not for profit corporation)*

RECEIVED
98 FEB 12 AM 10:29
DIVISION OF CORPORATIONS

Ladies and Gentlemen:

Enclosed is an original and one (1) copy of signed Articles of Dissolution for New Dimensions Family Services, Inc., a Florida for profit corporation originally incorporated with your office on February 2, 1998. The corporation has not commenced business and the undersigned has served and continues to serve as the sole incorporator of the corporation. Accordingly, the undersigned is authorized to sign the Articles of Dissolution. We have enclosed a check made payable to the "Department of State" in the amount of \$35 to cover the cost of filing and processing the Articles of Dissolution for this corporation.

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*****70.00 *****70.00

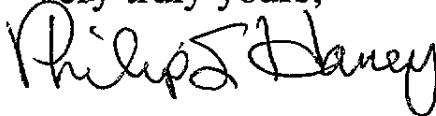
February 11, 1998

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We also enclose an original and one (1) copy of the Articles of Incorporation of New Dimensions Family Services, Inc., a to-be-formed Florida not for profit corporation. Our clients mistakenly originally incorporated the corporation as a Florida for-profit corporation, and our clients have learned that, for various reasons relating to the corporation's proposed activities, it must be formed as a nonprofit corporation pursuant to the Florida nonprofit corporations Act. Accordingly, we also enclose a check made payable to the "Department of State" in the amount of \$70 to cover the cost of filing and designation of registered agent with respect to the nonprofit corporation filing.

We assume that the sequence of dissolution followed by incorporation, with the undersigned serving as the incorporator of both the dissolved corporation and the new, not for profit corporation, permits the use of the name "New Dimensions Family Services, Inc." for the not for profit corporation. If you have questions about these matters, by all means please notify the undersigned by phone (918.744.1023) at your earliest convenience. We enclose a self-addressed postage prepaid envelope for purposes of enabling you expeditiously to return to us copies of the formal dissolution documentation, and a file-stamped charter and copy of the Articles of Incorporation, enclosed, incorporating New Dimensions Family Services, Inc. as a Florida not for profit corporation. Thank you for your attention to these matters and the courtesies of your office.

Very truly yours,



Philip S. Haney

PHILIP S. HANEY ASSOCIATES

PSH:kss

Enclosures

pc: Shirley Robertson

**ARTICLES OF INCORPORATION
OF
NEW DIMENSIONS FAMILY SERVICES, INC.**

(A Florida Corporation Not for Profit)

The undersigned, acting as Incorporator of a corporation, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

CORPORATE NAME

The name of the Corporation is:

NEW DIMENSIONS FAMILY SERVICES, INC.

ARTICLE II

DURATION

The period of duration of this Corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation.

ARTICLE III

CORPORATE PURPOSES; POWERS

1. The purposes for which the Corporation is organized are exclusively charitable, educational and humanitarian 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.

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TALLAHASSEE, FLORIDA

The Corporation's charitable, educational and humanitarian goals shall be met through the following specific methods:

- (a) To provide family and individual counseling services, family therapy, parenting skills, group therapy, life skills, educational workshops, counseling services for youth, adolescents, young adults, adults, parents and families, nutritional programs and nutritional counseling within the State of Florida, and throughout the United States.
- (b) To contract with, provide the services of, engage in activities with, contract for, or otherwise utilize or make available social workers, family therapists, group therapists, life skills workers, educational workshop coordinators/facilitators, family/domestic counselors, child care/daycare counselors and consultants, child abuse counselors, law enforcement coordinators, facilitators, contractors, nutritionists and other personnel and services necessary or appropriate for the provision of individual and family therapy, parenting skills, group therapy, life skills, education workshops, domestic and family counseling, nutritional programs and nutritional counseling, and similar services of all types whatsoever as may relate thereto or arise therefrom.
- (c) By doing whatever is legal under Florida law as pertaining to not-for-profit corporations including operating for charitable, educational and humanitarian purposes in order to qualify the Corporation as an organization described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provision of any subsequent federal tax law.

2. As a means of accomplishing the above purposes and methods, the Corporation shall have the following powers:

(a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature of description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bill of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations thereunder, as they now exist or as they may be amended.

3. Notwithstanding any article or provision herein to the contrary, in the conduct of the affairs of the Corporation:

(a) The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law); or

(2) as 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).

(b) The property of the Corporation is irrevocably dedicated to charitable, educational and humanitarian purposes, and no part of the net earnings of the Corporation shall inure to the benefit of or 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 to it and to make payments and distributions in furtherance of the purposes set forth in this Article.

(c) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

(d) The Corporation shall not:

- (1) operate for the purpose of carrying on a trade or business for profit;
- (2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
- (3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the Corporation.

(e) The Corporation's operations are to be conducted principally in the United States of America; the Corporation also may conduct operations in foreign countries, subject, however, to the laws of the State of Florida.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office and registered office of the Corporation is: 7398 NW 49th PL, Lauderhill, Florida 33319, and the name of the registered agent at such address is Shirley Robertson.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, a Board of Directors which shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the Corporation.

ARTICLE VI

INITIAL DIRECTORS

The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation. The names and street addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Street Address</u>
Shirley Robertson	7398 NW 49th PL Lauderhill, FL 33319
Munroe R. Saunders, Sr.	3002 N. Hilton St. Baltimore, MD 21216
Romaine Martin	c/o University of Miami 5801 Red Rd. Coral Gables, FL 33143

ARTICLE VII

CORPORATE NATURE

This Corporation is organized under a non-stock basis.

ARTICLE VIII

MEMBERS

This Corporation, as a non-member corporation, shall have no members. All voting rights reside in the Board of Directors. The manner in which the Directors of the Corporation shall be elected or appointed shall be governed by the provisions of the Bylaws of the Corporation.

ARTICLE IX

AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by a majority of the directors in the manner set forth in the Bylaws of this Corporation.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Philip S. Haney
2727 E. 21st. St., Ste. 204
Tulsa, Oklahoma 74114

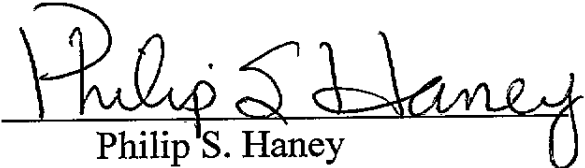
ARTICLE XI

DISSOLUTION

In the event of the dissolution of this Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the Directors of the Corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such trustees, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the District 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.

Dated this 11th day of February, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this Articles of Incorporation.


Philip S. Haney

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, 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:

NEW DIMENSIONS FAMILY SERVICES, INC.


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

Shirley Robertson
7398 NW 49th PL
Lauderhill, FL 33319

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations set forth in Section 607.325, Florida Statutes.


Shirley Robertson

Date: February 11, 1998