

N98000002003



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 770855 9351A

AUTHORIZATION :

Patricia Pugh

COST LIMIT : \$ 70.00

ORDER DATE : April 6, 1998

ORDER TIME : 3:58 PM

ORDER NO. : 770855-005

CUSTOMER NO: 9351A

CUSTOMER: Carol Vogel, Esq
CAROL VOGEL, ESQ

4046 Baltic Street

Jacksonville, FL 32210

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 AM 10:46

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DOMESTIC FILING

NAME: CLAY COUNTY CHILDRENS
COMMISSION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CLAY COUNTY CHILDRENS COMMISSION, INC.
a Florida Nonprofit Corporation

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ARTICLE I
CORPORATE NAME

The name of the corporation is the Clay County Childrens Commission, Inc.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

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

A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes, specifically, to uphold and support any and all efforts to excel at providing a safe, healthy and educated environment where children can thrive and reach their highest potential.

B. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
MANAGEMENT OF CORPORATE AFFAIRS

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than a quorum of the voting members of the Board of Directors. The number of voting Directors of the corporation shall be eleven (11), provided however, that such number may be changed by a By-Law duly adopted by the members.

B. The Board of Directors shall be chosen and elected by an Executive Committee named herein and shall hold office until said Committee has chosen and elected the members of the Board of Directors in the manner that shall be more specifically set forth in the corporate By-Laws.

C. The Board of Directors shall consist of two classes of membership, voting and non-voting(ex-officio) members.

D. The makeup of the non-voting membership of the Board of Directors shall consist of a representative of such agencies, corporations or other entities as follows:

The Department of Children and Families, Clay County Sheriffs Office, State Attorney's Office, local Chiefs of Police, Clay County Health Department, the Department of Juvenile Justice, the Clay County School Board, Clay County Board of Commissioners and a Juvenile Judge.

E. The purpose of the non-voting membership is to provide information, coordination of services, and to advise the voting membership.

F. The voting members of the Board of Directors shall be made up of representatives from the following:

- 3 members at large from the general population
- 2 members from the Doctors Inlet/Ridgewood area
- 1 member from the Middleburg/Clay Hill area
- 1 member from Orange Park proper
- 1 member from Fleming Island
- 1 member from Penney Farms/Lake Asbury
- 1 member from Green Cove Springs
- 1 member from Keystone Heights

G. The Executive Committee shall search for, choose and elect the voting members of the Board of Directors. The Executive Committees members shall be one representative from each of the following:

The Clay County Sheriff's Office, Clay County School Board, Clay County Health Department, Department of Children and Families, Department of Juvenile Justice, Board of County Commissioners, Clay County Behavioral Health Center, Inc. and two (2) residents of Clay County.

H. One-half of the voting Directors elected by the first Executive Committee, shall serve for a term of two (2) years and the remaining voting Directors shall serve for a term of three (3) years. Thereafter, Directors shall serve a term of two (2) years until the next members are chosen, elected and accepted by the Executive Committee. The purpose of this provision is to provide for staggered Director elections to maintain continuity.

I. Annual meetings shall be held in January of each year at

the offices of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

J. Any action required or permitted to be taken by a voting member of the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

K. The Board of Directors is to be the governing body of the commission, and who will execute the powers of the commission, subject however, to the charitable purposes herein stated.

L. The names and addresses of the initial members of the Executive Committee are as follows:

NAME	ADDRESS
Barbara Alexander Dept. Children and Families	806 Oak Street Green Cove Springs, Fl. 32043
Carole A. Vogel Dept. Children and Families	921 North Davis Street Building B, Suite 260 Jacksonville, Fl. 32209
Frederick H. Cline	2444 Halpern Way Middleburg, Fl. 32068
Sarah R. Schultz Jacksonville Legal Aide	P.O. Box 1897 Orange Park, Fl. 32067
Laurie Price Clay County Behavioral Health Center	3292 County Road 220 Middleburg, Fl. 32068
Beth Datz Clay County State's Attorney	P.O. Box 1362 Green Cove Springs, Fl. 32043
Jeanne Duffy Episcopal Children's Services	4070 Boulevard Center Dr. Suite 200 Jacksonville, Fl. 32207

Nick Chapman
Clay County Health Dept.

P.O. Box 578
Green Cove Springs, Fl. 32043

Joni Neidigh
Community Behavioral
Services

1543 Kingsley Ave., Suite 18A
Orange Park, Fl. 32073

Brent Harris
Dept. Juvenile Justice

806 Oak Street
Green Cove Springs, Fl. 32043

Charles Buddy Griffin
County Commissioner

P.O. Box 1366
Green Cove Springs, Fl. 32043

Lily Kinmonth
Resident

2473 Ridgecrest Ave.
Orange Park, Fl. 32065

Scott Lancaster
Clay County Sheriff

901 N. Orange Ave.
Green Cove Springs, Fl. 32043

Joyce Alford
Clay School Board

c/o Student Services
H.L. Long Building
Green Cove Springs, Fl. 32043

ARTICLE VI EARNINGS AND ACTIVITIES OF CORPORATION

A. 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 serviced rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

B. 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, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

E. For the purpose of carrying out its objectives as stated

in Article IV, the commission may acquire, receive and hold in its own name, by purchase, gift, grant or bequest, any real or personal property, and may transfer, sell, mortgage, convey, let or otherwise use the same, subject to and in accordance with these articles of incorporation and any By-Laws of the commission adopted in the future consistent with the charitable purposes for which the corporation is formed.

ARTICLE VII DISTRIBUTION OF ASSETS

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

Carole A. Vogel	Barbara Alexander	Frederick H. Cline
921 North Davis Street	806 Oak Street	2444 Halpern's Way
Building B, Suite 260	Green Cove Springs,	Middleburg, Fl. 32068
Jacksonville, Fl. 32202	Fl. 32043	

ARTICLE X AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the

By-Laws.

ARTICLE XI
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's register office shall be 806 Oak Street, Green Cove Springs, Fl. 32043 and the name of its registered agent at said address shall be Barbara Alexander.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, THE UNDERSIGNED, being the original Subscribers and Incorporators hereinbefore named for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 31st day of March, 1998.

Signed, sealed and delivered
in the presence of:

Penny S. Henger

Constance Mueller

Carole A. Vogel
Carole A. Vogel, Subscriber

Penny S. Henger

Constance Mueller

Barbara Alexander
Barbara Alexander, Subscriber

Penny S. Henger

Constance Mueller

Frederick H. Cline
Frederick H. Cline, Subscriber

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 3/25 day of March, 1998 by Carole A. Vogel, Barbara Alexander and Frederick H. Cline as Subscribers and party to the foregoing Articles of Incorporation, known to me personally or has produced a Florida Drivers License _____ as identification, and acknowledged the said Articles to be the act and deed of the signer and that the facts therein stated are true.

Given under my hand and seal of office the day and year aforesaid.

Margie Lois Skelton
Notary Public, State of Florida
My commission expires:



Margie Lois Skelton
MY COMMISSION # GC534863 EXPIRES
February 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -7 AM 10:46

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


In compliance with Section 48.091, Florida Statutes, the following is submitted:

The CLAY COUNTY CHILDREN'S COMMISSION, INC., desiring to organize as a corporation under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, to be at 806 Oak Street, Green Cove Springs, Florida 32043, is naming in its Articles of Incorporation, Barbara Alexander of 806 Oak Street, Green Cove Springs, Florida 32043, as its agent to accept service of process with in the State of Florida.

ACKNOWLEDGEMENT:

Having been named in the Articles of Incorporation to accept service of process for the above stated corporation, at the place designated as my location in this certificate, I hereby accept and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and completed performance of our duties and we accept the duties and obligations of Section 607.325, Florida Statutes.

Date: 3-31-98


Barbara Alexander
Resident Agent