

N98000004945



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 938938 4612404

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 25, 1998

ORDER TIME : 10:08 AM

ORDER NO. : 938938-005

CUSTOMER NO: 4612404

CUSTOMER: Emil C. Marquardt, Jr., Esq  
MACFARLANE FERGUSON & MCMULLEN

Suite 200  
625 Court Street  
Clearwater, FL 33756

FILED  
98 AUG 25 PM 3:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MOTHER MARY'S YOUTH CENTER,  
INC.

EFFECTIVE DATE:

300002624543--8  
-08/25/98--01047--011  
\*\*\*\*122.50 \*\*\*\*122.50

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: Cassandra Bryant

EXAMINER'S INITIALS:

2554  
~~W98-17401~~

Dmc  
8/27/98

98 AUG 25 AM 11:31  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 26, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MOTHER MARY'S YOUTH CENTER, INC.  
Ref. Number: W98000019437

We have received your document for MOTHER MARY'S YOUTH CENTER, INC.. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 898A00044107

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
DIVISION OF CORPORATIONS  
AUG 27 PM 1:09  
1998

ARTICLES OF INCORPORATION OF  
MOTHER MARY'S YOUTH CENTER, INC.

FILED

98 AUG 25 PM 3:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of this Corporation not-for-profit is MOTHER MARY'S  
YOUTH CENTER, INC.

ARTICLE II  
Terms

The term for which this Corporation shall exist shall be  
perpetual.

ARTICLE III  
Principal Office

The principal office of the Corporation is located at  
12510 Northeast Lake Drive, Tampa, FL 33612.

ARTICLE IV  
Purposes

The corporation shall be organized as a not-for-profit  
corporation under Chapter 617, Florida Statutes, incorporated on a  
non-stock basis. The purposes for which the corporation is to be  
formed are exclusively for religious, educational and charitable  
within the meaning of Section 501(c)(3) of the Internal Revenue  
Code of 1986, or the corresponding provision of any future U.S.  
Internal Revenue law, and in furtherance of these purposes, the  
corporation may:

A. Establish, develop, sponsor, promote and/or conduct  
television, radio, video and media activities and other charitable

activities, and in the discretion of the Board of Directors of the Corporation, to support other non-profit entities organized for charitable purposes; provided that each is an organization described in Section 501(c) (3) of the Code and in Section 509(a) (1) or (2) of the Code; and, further provided that the Corporation shall be operated, supervised or controlled by or in connection with each additional supported organization within the meaning of Section 509(a)(3) of the Code.

B. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

C. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.

D. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.

E. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through D above.

#### ARTICLE V Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner

whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV

#### ARTICLE VI Prohibited Acts

This Corporation shall operate exclusively for religious, charitable or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other 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.

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

#### ARTICLE VII Dissolution

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the

payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to SALESIANS OF DON BOSCO. If SALESIANS OF DON BOSCO, or its successor is not in existence or does not qualify under this section, then the Corporation shall distribute all of its assets to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (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 of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII  
Original Subscriber

The names and residences of the original subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Emil C. Marquardt, Jr.	625 Court Street, Suite 200 Clearwater, FL 33756

ARTICLE IX  
Members

The members shall be the Board of Directors of the Corporation.

ARTICLE X  
Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of seven (7) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the By-Laws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this Corporation.

ARTICLE XI  
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII  
By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article XII above, at the organizational meeting of the Board, and said By-Laws may thereafter be amended by the Board of Directors, upon the vote of the majority of the members of the Board of Directors.

ARTICLE XIII  
Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the vote of a majority of the members of the Board of Directors.

ARTICLE XIV  
Registered Agent

The name and address of the registered agent of this Corporation is EMIL C. MARQUARDT, JR., 625 Court Street, Suite 200, Clearwater, FL 33756



ARTICLE XV  
Incorporators

The name and address of the person(s) signing these  
Articles is:

NAME

ADDRESS

EMIL C. MARQUARDT, JR. P. O. Box 1669  
Clearwater, FL 33757

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation this 18<sup>th</sup> day of August  
\_, 1998.

In the Presence of:

Bar C. Lamy

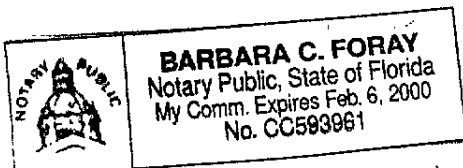
Dawn Johnson

EMIL C. MARQUARDT, JR. (SEAL)

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before  
me, an officer duly authorized to administer oaths and take  
acknowledgments, EMIL C. MARQUARDT, JR., to me personally known to  
be the individual described in and who executed the foregoing  
instrument or who has produced N/A as identification and who  
did take an oath and he acknowledged before me that he executed the  
same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said  
County and State, this 18 day of August, 1998.



Bar C. Lamy  
Name: Barbara C. Foray  
Notary Public  
My Commission Expires: 2/6/2000

FILED

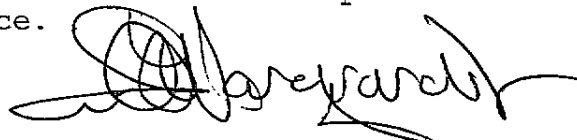
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

98 AUG 25 PM 3:24

ACKNOWLEDGMENT:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for MOTHER MARY'S YOUTH CENTER, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.



EMIL C. MARQUARDT, JR.