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A PLACE TO CALL HOME INC

P.O. Box 1728

FT MYERS, FL

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
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<input type="checkbox"/>	Trademark
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E. CHESSEY SEP 9 1998

**ARTICLES OF INCORPORATION
OF**

A PLACE TO CALL HOME, INC.

I, the undersigned, for the purpose of forming a Florida corporation not for profit under the Florida Corporations Not for Profit Act, hereby adopt the following Articles of Incorporation:

ARTICLE I:

CORPORATE NAME

The name of the corporation shall be: A PLACE TO CALL HOME, INC.

ARTICLE II:

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be: 108 Diana Avenue, Fort Myers, Florida 33905.

ARTICLE III:

PURPOSE

The purpose for which the corporation is organized is for the general religious, educational, and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE IV:

SPECIFIC PURPOSES

The specific purpose for which this corporation is formed is:

(a) To provide a home for minor children in a warm and caring environment.

(b) To provide counseling services to unwanted and/or troubled minor children.

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(c) To assist in reuniting runaway minor children with their families, and to provide support to both the children and their families upon reunion.

(d) To provide a planned education program for minor children to enhance their skills in the classroom.

(e) To provide counseling services to physically and/or emotionally abused minor children.

ARTICLE V:

MEMBERSHIP

The qualifications for members and the manner for admission shall be regulated by the Bylaws of the corporation.

ARTICLE VI:

MANAGEMENT OF CORPORATE AFFAIRS

(a) Method of Election or Appointment of Directors: The method of election or appointment of directors shall be regulated by the Bylaws of the corporation.

(b) Board of Directors: 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 one (1) person. The number of Directors of the corporation shall be one, provided however, that such number may be increased or decreased by Bylaws duly adopted by the members.

Directors elected at the first meeting, and all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of successors in office.

(c) Corporate Officers: The Board of Directors shall elect

the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the Bylaws of the corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first meeting of the Board of Directors.

ARTICLE VII:

LIMITATION OF CORPORATE POWERS

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

(b) No part of the activities of the corporation shall be the carrying on of propaganda, lobbying activities, 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.

(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 provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VIII:

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, literary, educational, cultural, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) and 170(c)(2) 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 disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX:

DEDICATION OF ASSETS

The property of this corporation is irrevocable dedicated to

literary, cultural, educational, scientific, 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 X:

INCORPORATOR AND SUBSCRIBER

The name and street address of the incorporator and subscriber for these Articles of Incorporation are:

KATHLEEN WILLIAMS 109 Diana Avenue
Fort Myers, Florida 33905

ARTICLE XI:

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent is:

KATHLEEN WILLIAMS 109 Diana Avenue
Fort Myers, Florida 33905

ARTICLE XII:

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of the corporation.

I, the undersigned, being the incorporator and subscriber of this corporation, for the purpose of forming a non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 31 day of July, 1998.


KATHLEEN WILLIAMS

STATE OF FLORIDA

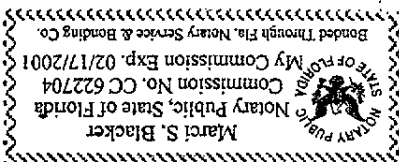
COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared KATHLEEN WILLIAMS, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed. The said KATHLEEN WILLIAMS is personally known to me or produced _____ as identification and did take an oath.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida this 31 day of July, 1998.

Marci S. Blacker

NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES: 2/17/2001
COMMISSION NO: CC 622704



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

Pursuant to the provisions of Sections 607.0501 or 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 office, in the State of Florida.

1. The name of the corporation is A PLACE TO CALL HOME, INC.
2. The name and address of the registered agent and office is:

KATHLEEN WILLIAMS

109 Diana Avenue
Fort Myers, Florida 33905

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.

Kathleen Williams
KATHLEEN WILLIAMS

Dated: July 31 1998

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