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February 17, 1999

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

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*****78.75 *****78.75

Re: THE FOSTER CARE COUNCIL OF S.W. FLORIDA, INC.
(A Corporation Not For Profit)
Filing of Articles

Gentlemen:

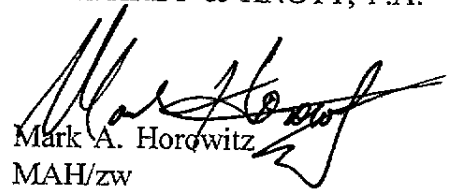
I am enclosing original and copy of the Articles of Incorporation for the above named not-for-profit corporation. In addition a check in the amount of \$78.75 is enclosed which represents the following:

- (1) Filing fee
- (2) Certification
- (3) Registered agent fee

Please file the original of the enclosed Articles and return the copy with a letter of certification to my attention. Thank you.

Sincerely yours,

HUMPHREY & KNOTT, P.A.


Mark A. Horowitz
MAH/zw

Enclosures

cc: Stanley Appelbaum

FILED
99 FEB 19 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA
FEB 22 1999

ARTICLES OF INCORPORATION
OF
THE FOSTER CARE COUNCIL OF S.W. FLORIDA, INC.
(A Corporation Not For Profit)

FILED
99 FEB 19 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, are desirous of forming a corporation under the provisions of Chapter 617 of the Florida Statutes, and agree to the following:

ARTICLE I
Name

The name of this corporation is THE FOSTER CARE COUNCIL OF S.W. FLORIDA, INC.

ARTICLE II
Address

The initial location of this corporation shall be at 3622 Woodlake Drive S.W., Bonita Springs, Lee County, Florida 34134.

ARTICLE III
Purposes

Section 1. The corporation is organized exclusively for educational purposes within the meaning of Section 170(c)(2), and 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future tax code ("the Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

Section 2. The purpose of this corporation shall be to protect and promote the social welfare of children who are in need of foster or adoptive homes. More particularly, the corporation's purpose shall be to foster and develop an awareness of the need for foster and adoptive homes in Sarasota, Desoto, Charlotte, Hendry, Glades, Lee and Collier Counties, Florida. The purpose shall also include efforts to meet the legitimate social, educational and developmental needs of special needs children who are in the custody of the State of Florida through the Department of Children and Families.

Section 3. To carry out this purpose, the corporation will assist in developing, organizing, implementing and funding various programs that benefit children in foster care. It

will also obtain financial support and funding to recruit and retain foster and adoptive homes in the counties described above.

Section 4. Notwithstanding any other provisions herein, the corporation is authorized to carry out any activities and exercise all authority not prohibited by these Articles or applicable law.

ARTICLE IV

Membership

There shall be no members of the corporation initially but the directors may provide for membership classification and qualifications pursuant to the Bylaws of the corporation.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Subscribers

The names and residences of the subscribers to these Articles are:

STANLEY APPELBAUM
3622 Woodlake Drive S.W.
Bonita Springs, FL 34134

LINDA EBERHART SCHULTZEL
210 - 11th Avenue South
Naples, FL 33940

LESLIE JOHN SCHULTZEL
210 - 11th Avenue South
Naples, FL 33940

ARTICLE VII

Officers

The officers of the corporation and their duties shall be as provided in the Bylaws.

ARTICLE VIII
Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have seven (7) - fifteen (15) directors initially. The number of directors may be changed from time to time, pursuant to the Bylaws, but shall never be less than seven (7).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The names and addresses of the persons who are to serve as initial directors are the same as the subscribers listed in Article VI above.

ARTICLE IX
Bylaws

Section 1. The Board of Directors of this corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE X
Amendments to Articles

These Articles of Incorporation may be amended by a majority vote of the Board of Directors or as otherwise provided by law.

ARTICLE XI
No Private Inurements; Restrictions on Activities

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 these Articles. 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 or in opposition to any candidate for public office. 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE XII

Distribution Upon Dissolution

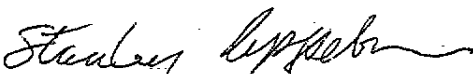
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall 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, as said Court shall determine, which are organized and operated exclusively for such purposes. If qualified pursuant to this Article, The Florida Historical Society Incorporated, shall receive the distributions of the corporation upon dissolution.

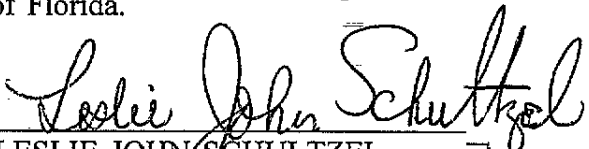
ARTICLE XIII

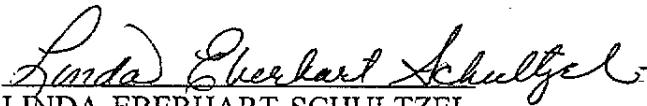
Registered Office

The street address of the initial registered office of this corporation is 3622 Woodlake Drive S.W., Bonita Springs, FL 34134 and the name of the registered agent of this corporation at that address is STANLEY APPELBAUM.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunder set our hands and seals this 12th day of February, 1999, for the purpose of forming this corporation not for profit under laws of the State of Florida.


STANLEY APPELBAUM


LESLIE JOHN SCHULTZEL


LINDA EBERHART SCHULTZEL

99 FEB 19 AM 10:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED