

N99000001988

TRANSMITTAL LETTER

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

300002818673--9  
-03/25/99--01085--016  
\*\*\*\*125.50 \*\*\*\*\*78.75

SUBJECT: Baker Community Counseling Services, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Carolyn Griffith  
Name (Printed or typed)

Rt. 1 Box 368  
Address

Macleenny Florida 32063  
City, State & Zip

904/616-9711  
Daytime Telephone number

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAR 25 AM 9:41

NOTE: Please provide the original and one copy of the articles.

3-31  
WS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 25 AM 9:41

## ARTICLES OF INCORPORATION

OF

BAKER COMMUNITY COUNSELING SERVICES, INC.

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation not for profit, under the provisions of the Florida Statutes providing for the formation, liabilities, rights, privileges and immunities of a corporation not for profit.

### ARTICLE I

The name of this corporation shall be: BAKER COMMUNITY COUNSELING SERVICES, INC., having its principle place of business in Macclenny, Baker County, State of Florida

### ARTICLE II

The purpose for which this corporation is organized is to engage exclusively in activities that are charitable, educational, and scientific within the meaning of Section 501 (c) (3), Internal Revenue Code of 1954, including the following:

- (a) To receive, hold, and disburse gifts and grants of money and property of every kind and to administer the same for the development, maintenance, and operation of a community mental health center, and to do anything necessary or proper for the accomplishment of such purposes.
- (b) To formulate plans, programs, and projects best suited for the maintenance and future growth of a community mental health center.
- (c) To do and perform all other acts and things necessary and proper to fulfill the purpose of the corporation of the aforesaid.

### ARTICLE III

The membership of this corporation shall consist of eleven (11) members who shall be known as directors, and who shall manage all affairs of the corporation. Members of the Board of Directors shall be individuals who shall serve 3 year term limits and whose appointment shall be approved by the Board of Directors.

### ARTICLE IV

This corporation shall have perpetual existence, unless terminated by operation of law.

#### ARTICLE V

The names and addresses of the subscribers, who shall be the initial Directors of this corporation are:

CAROLYN GRIFFITH	901 OCEAN BOULEVARD, SEA PLACE 18 ATLANTIC BEACH, FL 32233
STACY BROWN	11247 SAN JOSE BOULEVARD JACKSONVILLE, FL 32223
JENNIFER J. BYRD	RT. 1 BOX 529 MACCLENNY, FL 32063
LORETTA ROWE	RT. 1 BOX 368 MACCLENNY, FL 32063
JULIE R. TYRE	PO BOX 681 LIVE OAK, FL 32064
ROSE FRAZIER	248 ARORA BOULEVARD ORANGE PARK, FL 32073
RICHARD VOORHEES	RT. 1 BOX 555 GLEN ST. MARY, FL 32040
TONIA DUGAN	4 TEE STREET MACCLENNY, FL 32063
TARA MCNAMARA	1185 RUTH AVENUE JACKSONVILLE BEACH, FL 32250

#### ARTICLE VI

The officers of the corporation shall consist of a President, Vice-President, Secretary, and Treasurer, and such other officers as the Board of Directors shall from time to time authorize, who shall be elected each year at the annual meeting of the Board of Directors.

#### ARTICLE VII

The names of the initial officers of this corporation are:

President:	CAROLYN GRIFFITH
Vice-President:	STACY BROWN
Secretary:	JENNIFER J. BYRD
Treasurer:	LORETTA ROWE

#### ARTICLE VIII

The By-Laws of this corporation shall be adopted, altered, or rescinded by the Board of Directors of the corporation by majority vote thereof.

#### ARTICLE IX

The Articles of Incorporation may be amended by a majority vote of the membership of the corporation at any regularly scheduled meeting called for such purpose, followed by compliance with the applicable statutes of the State of Florida.

#### ARTICLE X

This corporation shall have the power and right to:

- (a) Purchase, receive, lease, take gifts, devise or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with, real or personal property, tangible or intangible or any interest therein, wherever situate.
- (b) Purchase, receive, or otherwise enjoy, hold, or dispose of patents, copyrights, and trademarks and any license or other rights or interest thereunder and therein.
- (c) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its assets and property, real or personal, tangible or intangible, wherever situate.
- (d) Purchase, receive, take by gift, devise, or bequest, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise deal in and with, shares and other interests in, or obligations of, all domestic or foreign corporations, whether for profit or not for profit, and interests in, or obligations of, all domestic or foreign corporations, whether for profit or not for profit, and interests in or obligations of any and all associations, partnerships, or individuals, and securities and obligations of the United States, or of any other government, state, territory, governmental district, municipality, or any instrumentality thereof.
- (e) Lend money for its corporate purposes, invest and re-invest funds, and take and hold property, real and personal, tangible and intangible, as security for the payment of funds so loaned or invested.

The powers and rights enumerated herein are not in lieu of or in limitation of the corporate powers granted in such corporations under the law of the State of Florida.

## ARTICLE XII

1. Classes of membership. There will be only one class of membership in this corporation.
2. Voting rights. Each member in good standing shall be entitled to cast one vote at any regular, annual, or special meeting of the corporation. There shall be no voting by proxy.
3. Quorum. A majority of the membership of the corporation present in person at any meeting shall constitute a quorum for the transaction of all business properly coming before said meeting.
4. Corporate year. The corporate year of this corporation shall begin July 1 and end June 30.
5. Salaries.
  - (a) None of the officers of this corporation shall receive any salary or bonus by virtue of holding such office, but any officer or other party may receive reasonable compensation upon authorization of the Board of Directors for such labor and services as may be rendered to the corporation by such officer or party.
  - (b) The Board of Directors may employ such clerical and/or professional employees, agents, contractors, counsel, and the like as in their judgement may be necessary or desirable to conduct the business of this corporation, and may compensate such employees for their services in such amounts as may be reasonable and necessary.

## ARTICLE XIII

This corporation shall indemnify and save harmless its officers and directors of and from any claims, suits, actions, or judgements arising out of their conduct of the affairs of the corporation, in which claim suit, action, or judgement any liability shall be alleged or imposed upon any of the corporation's officers or directors, because of any act done by such officer or director in behalf of the corporation; and the corporation shall pay all costs, legal expenses, and other charges that said officers or directors may incur in the defense of any claim, suit, or action that may be instituted against said officers or directors in their individual capacity; it being the purpose and intent of this provision that the corporation shall save its officers and directors harmless from any action taken by them in its behalf.

## ARTICLE XIV DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and

170 (c) (2) of The Internal Revenue Code of 1954 or corresponding sections of any prior or future laws, or to the Federal, State, or local governments for exclusive public purpose.

#### ARTICLE XV. ASSET DISTRIBUTION PLAN

In the event that BAKER COUNTY COMMUNITY COUNSELING SERVICES, INC., were to ever become inactive or otherwise cease operations relative to its exempt function, the Board of Directors would follow the following procedures regarding its assets:

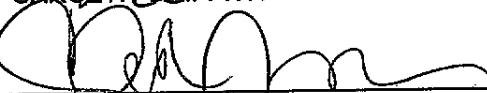
1. All current liabilities would be paid off with the cash accounts receivable on hand.
2. All accounts receivable would be collected and the remaining cash would be applied to the Corporation's long-term debt, reducing it to the greatest extent possible.
3. All equipment would be identified and classified as to source of funding (i.e., bought with state and federal grant funds, and that bought from unrestricted funds).
4. All property bought with state and federal funds would be distributed in accordance with instructions from the grantor agencies as provided by grant regulations.
5. All remaining and unrestricted property would be distributed to qualified non-profit agencies fulfilling the same purposes that Baker Community Counseling Services, Inc. previously provided.
6. If no such organization were in existence, then the remaining property would be distributed to the organizations represented on the Board of Directors for use in related counseling areas.
7. Real property would be distributed to the Baker County Commission where the property is located subject to any remaining mortgages. This property would also be restricted for use in counseling or closely related areas.

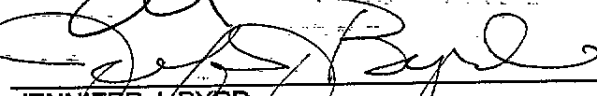
Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (3) of The Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or (b) a corporation, contributions to which are exemptible under Section 170 (c) (2) of The Internal Revenue Code of 1954, or any other corresponding provisions of any future United States Internal Revenue Law.

IN WITNESS THEREOF, we, the subscribers above named, have hereunto set our hand and

seals this 24<sup>th</sup> day of March, 1999.

  
CAROLYN GRIFFITH

  
STACY BROWN

  
JENNIFER J. BYRD

  
LORETTA ROWE

  
JULIE R. TYRE

  
ROSE FRAZIER

  
RICHARD W. VOORHEES

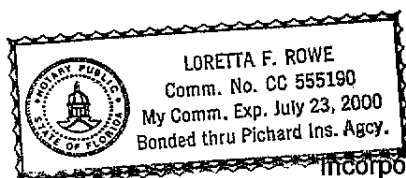
  
TONIA DUGAN

  
TARA MCNAMARA

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared CAROLYN GRIFFITH, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.



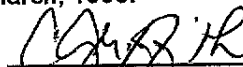
  
Notary Public

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared STACY BROWN, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.



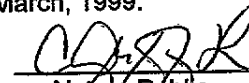
  
Notary Public

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared JENNIFER J. BYRD, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.

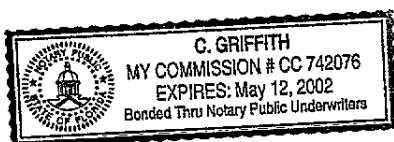


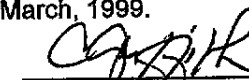
  
Notary Public

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared LORETTA ROWE, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.



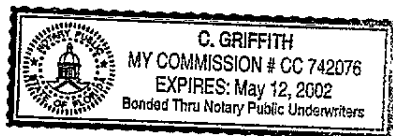
  
Notary Public



STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared JULIE R. TYRE, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.



*[Signature]*  
Notary Public

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared ROSE FRAZIER, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.

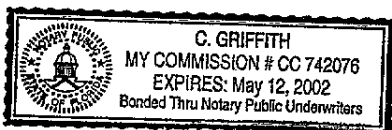


*[Signature]*  
Notary Public

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared RICHARD W. VOORHEES, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.



*[Signature]*  
Notary Public

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared TONIA DUGAN, who is to me well known and known to me to be the person described in and who

subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.

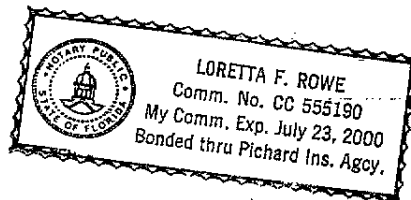


  
Notary Public

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared TARA MCNAMARA, who is to me well known and known to me to be the person described in and who subscribed to the foregoing Articles of Incorporation of BAKER COMMUNITY COUNSELING SERVICES, INC., and each of whom severally acknowledged before me that they executed the same freely and voluntarily and for the uses and purposes therein expressed.

WITNESS my hand and official seal this 24<sup>th</sup> day of March, 1999.



  
Notary Public

STATE OF FLORIDA  
DEPARTMENT OF STATE


Certificate designating registered agent and office address for service of process within the State of Florida.

The following is submitted in compliance with Section 48.091, Florida Statutes: -

BAKER COMMUNITY COUNSELING SERVICES, INC. -

A non-profit corporation organizing under the laws of the State of Florida, designates as its registered agent: LORETTA ROWE for service of process, and designates RT. 1 BOX 368, MACCLENNY, FL 32063 as the location where said agent may be served with process within the State of Florida.

The Principal Address is the same..

  
\_\_\_\_\_  
LORETTA ROWE  
Rt. 1 Box 368  
Macclenny, FL 32063  
Treasurer, Baker Community Counseling Services, Inc.

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I agree as Registered Agent for BAKER COMMUNITY COUNSELING SERVICES, INC., to accept Service of Process; to keep the designated office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept Service of Process at the above Florida address) in some place in office as required by law.



LORETTA ROWE  
Rt. 1 Box 368  
Macclenny, FL 32063  
Treasurer, Baker Community Counseling Services, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 25 AM 9:41