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FOREIGN NON-PROFIT QUALIFICATION

BUILDING LEVELS OF CARE FOR KIDS, INC.

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**ARTICLES OF INCORPORATION
OF
BUILDING LEVELS OF CARE FOR KIDS, INC.**

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The undersigned, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is as follows: BUILDING LEVELS OF CARE FOR KIDS, INC.

Article 2. Address. The address of the principal office and the mailing address of the Corporation is 2600 North Military Trail, Fourth Floor, Boca Raton, FL 33431.

Article 3. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2600 North Military Trail, Fourth Floor, Boca Raton, Florida 33431, and the name of its Initial Registered Agent at that address is JOHN T. MULHALL, III.

Article 4. Membership. The Corporation shall have Members as defined in its Bylaws. The Corporation shall not issue shares of stock.

Article 5. Not For Profit. The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and/or under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (hereinafter "Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and/or under Section 501(c)(3) of the Code.

Article 6. Duration. The duration (term) of the Corporation is perpetual.

Article 7. Purposes. The Corporation is organized, and shall be operated exclusively for charitable and educational purposes ("Purposes"), including but not limited to the following:

- A. To further the mission and programs of The Children's Place at Home Safe, Inc.;

Prepared by:

John T. Mulhall III

Florida Bar No. 699934

2600 N Military Trail 4th Floor

Boca Raton, FL 33431

(561) 241-1600

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- B. To further the interest and welfare of the children placed in the charge of The Children's Place at Home Safe, Inc.;
- C. To advocate and provide community education in the area of abandoned, abused, neglected and disease infected and affected children;
- D. To provide volunteer services for The Children's Place at Home Safe, Inc.;
- E. To provide positive public relations for The Children's Place at Home Safe, Inc.;
- F. To provide financial support solely for the benefit of The Children's Place at Home Safe, Inc.;
- G. To exercise powers subject to any limitations and conditions as, or may be, prescribed by law and in conformance with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations;
- H. To exercise its powers through its officers, trustees, members, employees and agents, and to join with other organizations in activities designed to achieve the objectives of the Corporation.

Article 8. Powers. Consistent with the foregoing Purposes and in furtherance of its mission to benefit The Children's Place at Home Safe, Inc., the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617.0302 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

Article 9. Limitation. No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments

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and distributions in furtherance of the Purposes set forth in Article 7 hereof.

Article 10. Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid Purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Internal Revenue Code of 1986 and is described in Section 501(c)(3) or 509(a)(1), (2) or (3) of the Code.

Article 11. Board of Directors. There shall be a Board of Directors consisting of at least three (3) and no more than fifteen (15) individuals. The initial Directors shall be elected by the Incorporators. Thereafter, each Director shall be elected and shall serve as set forth in the Bylaws. At least one member of the Board of Directors shall be a person who is serving and who has served for at least one (1) year as a member of the Board of Directors of The Children's Place at Home Safe, Inc.

Article 12. Officers. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors and shall serve as set forth in the Bylaws.

Article 13. Incorporators. The names and street addresses of each incorporator are as follows:

Name:	Patricia Damron
Address:	2120 N.W. 25th Street, Boca Raton, FL 33431
Name:	Barbara Hill
Address:	2849 Banyan Blvd., Circle N.W., Boca Raton, FL 33431
Name:	Carolyn Cunningham
Address:	272 Alexander Palm Road, Boca Raton, FL 33432

Article 14. Bylaws. The initial Bylaws of the Corporation are to be made and adopted by a majority vote of the Board of Directors. The Bylaws may be altered, amended or restricted by majority vote of the Board of Directors.

Article 15. Amendment. These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

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Article 16. Indemnification and Civil Liability Immunity. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

Article 17. Commencement of Corporate Existence. The date when corporate existence shall commence is the date the Articles of Incorporation are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have signed these Articles of Incorporation on the 4th day of May, 1999.

Barbara Hill
Barbara Hill, Incorporator
Patricia L. Damron
Patricia Damron, Incorporator
Carolyn Cunningham, Inc.
Carolyn Cunningham, Incorporator

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE BY REGISTERED AGENT**


Pursuant to the provisions of Florida Statutes Chapter 617, the undersigned corporation organized under the not-for-profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is: BUILDING LEVELS OF CARE FOR KIDS, INC.
2. The name and address of the registered agent and registered office are:

JOHN T. MULHALL, III
2600 North Military Trail
Fourth Floor
Boca Raton, FL 33431

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

DATED 12 day of May, 1999.


John T. Mulhall, III
Registered Agent

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