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FLORIDA NON-PROFIT CORPORATION

SECOND CHANCE PROJECT, INC.

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ARTICLES OF INCORPORATION
OF
SECOND CHANCE PROJECT, INC.
A CORPORATION NOT FOR PROFIT

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ARTICLE I - NAME

The name of this corporation is **SECOND CHANCE PROJECT, INC.**, a corporation not for profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be: **1470 NE 123RD STREET #1216 NORTH MIAMI, FLORIDA 33161.**

ARTICLE III - PURPOSE

This corporation is organized for the purpose of providing referral and counselling services for men and women who need assistance in making a transition from destructive patterns and behaviors to non destructive behaviors. The organization will also provide clothing and education so that they can become functional citizens.

ARTICLE IV - QUALIFICATION OF MEMBERS

Any person who wishes to assist in meeting the organization purposes will be admitted as a member.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is **1470 NE 123RD STREET #1216 NORTH MIAMI, FLORIDA 33161** and the name of the initial registered agent of this corporation at that address is **MARGARETH DUROSEAU WANDERER.**

ARTICLE VI - INCORPORATORS

The name and address of each person signing these Articles is:

NAME

ADDRESS

MARGARETH DUROSEAU WANDERER

1470 NE 123RD STREET #1216
NORTH MIAMI FLORIDA 33161

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ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws but in no event shall be less than three (3). The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
MARGARETH DUROSEAU WANDERER	1470 NE 123 STREET #1216 NORTH MIAMI FLORIDA 33161
PAUL JEREMIE	1470 NE 123 STREET #1216 NORTH MIAMI FLORIDA 33161
RONALD LEROCHE	1470 NE 123 STREET #1216 NORTH MIAMI FLORIDA 33161

ARTICLE VIII - BOARD OF DIRECTORS ELECTIONS

The Board of Directors shall be elected by the membership at each annual meeting of the members.

ARTICLE IX - OFFICERS

The legal affairs of the corporation shall be managed by the officers who shall be elected at the annual meeting each year to serve the ensuing year. The officers of the corporation shall serve until their respective successors in office shall be elected and duly qualified.

ARTICLE X - REVENUE

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 III hereof. The corporation shall not in any way, directly or indirectly, carry on propaganda or otherwise attempt to influence legislation, or participate or intervene in any political campaign on behalf of any candidate for public office, by publishing or distributing statements or other notwithstanding any other provisions of the 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 1986 (or the corresponding provision of any future United States Revenue Law).

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ARTICLE XI - 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, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), assets not so disposed of shall be disposed of by the Circuit Court 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this November 22, 1999.


Signature/Title

STATE OF FLORIDA
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARGARETH DUROSEAU WANDERER, the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this November 22, 1999.


Notary Public, State of Florida at Large

My commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST-THAT SECOND CHANCE PROJECT, INC.
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL MAILING ADDRESS AT CITY OF NORTH MIAMI, STATE OF FLORIDA 33161, HAS NAMED MARGARETH DUROSEAU WANDERER, LOCATED AT 1470 NE 123RD STREET #1216, STATE OF FLORIDA 33161, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE President

DATE 11/22/99

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]
(Resident Agent)

DATE 11/22/99

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