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RESUBMIT

From:
Account Name : CORPORATION SERVICE COMPANY /sm
Account Number : I20000000195
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FLORIDA NON-PROFIT CORPORATION

M.A.D. D.A.D.S., VOLUSIA CHAPTER, INC.

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ARTICLES OF INCORPORATION
OF
M.A.D. D.A.D.S., VOLUSIA CHAPTER, INC.
A Florida not for profit corporation

We, the undersigned, with other persons being desirous of forming a corporation for charitable purposes under the provisions of Chapter 617 of the Florida Statutes do agree to the following :

ARTICLE I
NAME

The name of the corporation shall be: M.A.D. D.A.D.S., VOLUSIA CHAPTER, INC. and its address is 3875 Tiger Bay Road, Daytona Beach, FL 32124.

ARTICLE II
DURATION

The period of the corporation's duration is perpetual.

ARTICLE III
PURPOSE

The purposes for which this corporation is organized are:

(1) To operate exclusively for religious, charitable, scientific, or educational purposes, and any other purpose described in Section 501 (c) (3) of the Internal Revenue Code of 1986, by combating community deterioration and juvenile delinquency caused by the influence of illegal drugs and other illegal gang or criminal activities, through educating the public and helping youths susceptible to illegal gang or criminal influences; provided, however, that no part of the corporation's income or principal shall inure to the benefit of any private shareholder or individual, and no substantial part of the activities of the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation or participating in or intervening in (including the publishing and distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

(2) No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any member, director, trustee, officer of the corporation, or any affiliated organizations, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in connection with one or more of its purposes) and no member, trustee, officer of the

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TALLAHASSEE, FLORIDA

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corporation, or any affiliated organizations or any private individual shall be entitled to share in the distribution of any of the corporation's assets on dissolution of the corporation.

(3) 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 assets of the corporation exclusively to selected community betterment organizations located in the Volusia County, Florida, which are described in Section 509 (a) (1) or Section 509 (a) (2) of the Internal revenue Code of 1986, and which at the time of dissolution qualify as exempt organizations under Sections 501 (c) (3) of the Internal Revenue Code of 1986, and if there are no such organizations so organized, operated, and qualified at the time of the dissolution of this corporation, then said assets remaining after paying or making provisions for the payment of liabilities of the corporation shall be distributed 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) of the Internal revenue Code of 1986, and as the Board of Directors shall determine.

ARTICLE IV POWERS

Subject to the express limitation that the corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status (a) as a corporation which is exempt from federal income taxation as an organization described in Section 501 (c) (3) of the Internal revenue Code of 1986, or (b) as a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal revenue Code of 1986, the corporation shall have and possess all powers and rights conferred upon corporations by the Florida Nonprofit Corporation Act and any enlargement of such powers conferred by subsequent legislative acts; and in addition thereto, the corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Florida, as are necessary, suitable, proper, convenient, or expedient to the attainment of the purposes set forth in Article III, herein.

ARTICLE V INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the corporation is 444 Seabreeze Boulevard, Suite 900, Daytona Beach, FL 32118; and the name of its initial registered agent at such address is Charles D. Hood, Jr. The Board of Directors from time to time by appropriate resolution shall have the power and authority to change the location of the registered office of the corporation and to change the designation of the registered agent of the corporation.

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ARTICLE VI INTERNAL REVENUE CODE REFERENCES

All references herein to provisions of the Internal Revenue Code of 1986 shall be deemed to include statutes which succeed such provisions (i.e., the corresponding provisions of future United States Internal revenue laws.)

ARTICLE VII BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three directors initially. The number of directors may be increased or decreased from time to time, in accordance with they Bylaws but shall never be less than three. Leon F. Stewart-Hal S. Marchman Center, Inc. shall appoint the Directors.

ARTICLE VIII BYLAWS

Initial Bylaws of the corporation shall be adopted by the Board of Directors. Bylaws of the corporation may be adopted, amended, or repealed by action of the board of Directors of the corporation at any regular or special meeting, or by unanimous written consent of the Board of Directors.

ARTICLE IX OFFICERS

The officers of the corporation shall be a President, Vice President, Secretary, Treasurer, and such subordinate officers as may be appointed by the Board of Directors, who shall be chosen by the Board of Directors in concurrence with the National President via the National Office for MAD DADS INC., in such manner as may be provided from time to time in the Bylaws and the MAD DADS Chapter Agreement.

Each such officer, insofar as permissible under law, and as provided in the Bylaws or resolutions of the Board Of Directors, Shall be relieved of responsibility for exercise of authority or performance of duties incident to his office, the exercise or performance off which has been assigned to subordinate officers.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended at any time in the manner and form provided by the Florida Nonprofit Corporation Act.

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ARTICLE XI
LIMITATION OF LIABILITY

The private property of incorporators, directors, and officers of this corporation shall not be subject to the payment of corporation debts.

ARTICLE XII
NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator are:

Leon F. Stewart-Hal S. Marchman Center, Inc.
3875 Tiger Bay Road
Daytona Beach, FL 32124

In witness whereof, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 15 day of June, 2004. For the purpose of forming this corporation not for profit under the laws of the State of Florida.

Leon F. Stewart-Hal S. Marchman Center, Inc.

BY: Ernest D. Cantley
Ernest D. Cantley, DPA
President & CEO

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STATE OF FLORIDA)
COUNTY OF VOLUSIA)

SS:

The foregoing instrument was acknowledge before me this 1st day of June, 2004, by Ernest D. Cantley, DPA, as President and CEO of Leon F. Stewart-Hal S. Marchman Center, Inc., who is personally known to me and who acknowledge before me that he executed and subscribes to these Articles of Incorporation.

Sue A. Hensler
NOTARY PUBLIC STATE OF FLORIDA
At large

My Commission Expires

Type, print or stamp Notary name:



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process of the above-styled corporation, at the office state above, I hereby accept to act in the capacity of Registered Agent and agree to comply with the provisions relative to keeping said office open.

Charles D. Hood, Jr.
Registered Agent

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SMITH HOOD PERKINS
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