

SUNRISE COMMUNITY Inc.

9040 Sunset Drive
Miami, Florida 33173
Telephone: (305) 596-9040
Fax: (305) 598-8240

OFFICERS OF THE BOARD:

Chairperson —
George L. Spellos, DDS

First Vice Chairperson —
Stephen T. Rice, CLU, ChFC

Second Vice Chairperson —
Steven M. Weinger, Esq.

Secretary —
Pauline A. Young, EdD

Treasurer —
Geraldine Tucker

BOARD OF

DIRECTORS:

Dorothy W. Adside
Connie Crowther
Barnett A. Greenberg, DBA
Richard H. McCarthy
Robert H. Moring, CLU, CFP
Jose E. Souto
Gloria A. Wetherington

OFFICERS OF THE CORPORATION:

President /CEO-
Les Leech, Jr.

Secretary/Treasurer —
James G. Weeks, PhD

April 12, 1999

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

Dear Sir/Madam,

Enclosed you will find Amended and Restated Articles of Incorporation for The Haven Center, Inc. and our check for \$35.00 to cover the filing fee.

Also enclosed is an additional \$52.50 for certified copies of this document. I have enclosed a second original for you to certify and return to me for my files and a return envelope for your convenience.

Please let me know if anything further is required.

Sincerely,

Sherri L. Thorp

Sherri L. Thorp
Executive Assistant
to the President and CEO

encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

THE HAVEN CENTER, INC.
(A Florida Not For Profit Corporation)

These Amended and Restated Articles of Incorporation were approved unanimously by the Directors of The Haven Center, Inc., and the Sole Member, Regional Properties, Inc. at a meeting called expressly for that purpose on March 30, 1999 and the number of votes cast for the amendment to the Articles of Incorporation was sufficient for approval.

ARTICLE I

The name of this corporation is **The Haven Center, Inc.**

ARTICLE II

The existence of this corporation commenced on the 6th day of March 1973. The duration of the corporation shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be:

The Haven Center, Inc.
9040 Sunset Drive
Miami, FL 33173

ARTICLE IV - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This Corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.

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TALLAHASSEE, FLORIDA

B. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes of Paragraph B, above.

ARTICLE V - LIMITATION

A. No part of the net earning, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, Nonvoting Members, Directors or Officers, other private individuals, or organizations organized and operated for a profit; provided, however, 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 4 hereof, to the extent permitted by law.

B. Notwithstanding any other provision in these Articles, the corporation shall not carry on any activities not permitted to be carried out by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in the Internal Revenue Code Section 509(a)(1),(2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a)(2).

ARTICLE VI - MEMBERS

The members shall have all the rights and privileges granted to members of a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, except as otherwise limited by these Articles and the By-Laws of the corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation and the name of the registered agent of this corporation at such address are as follows:

Leslie W. Leech, Jr.
9040 Sunset Drive
Miami, Florida

ARTICLE VIII - BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the current Board of Directors is five (5). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation. The names and addresses of the current Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barnett A. Greenberg, DBA	7761 SW 176 th Street., Miami, FL 33157
Geraldine Tucker	8100 SW 133 Court, Miami, FL 33183
Gloria A. Wetherington	3320 NE 18 th Terrace, Oakland Park, FL 33306
Iris Yacker	400 Leslie Drive #520, Hallandale, FL 33009
Melissa Herzog	7725 SW 88 th Street, Miami, FL 33156

ARTICLE IX - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organizations which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization

exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE X - RESTATEMENT OF PRIOR ARTICLES OF INCORPORATION

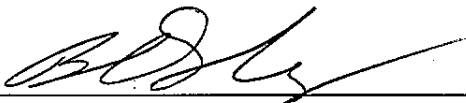
Provisions of the original Articles of Incorporation regarding commencement of corporate existence and any other provision required by law to be retained or included in Articles of Incorporation, are restated and all other portions of the original Articles of Incorporation and amendments thereto are hereby deleted.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

These Amended and Restated Articles of Incorporation were duly adopted by a majority vote of the Directors present at the special meeting held March 30, 1999. The Amended and Restated Articles are hereby adopted this 30th day of March 1999 with an effective date of March 30, 1999.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of March 1999.



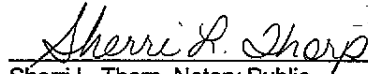
Barnett A. Greenberg, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF DADE

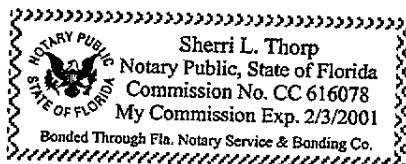
Geraldine Tucker and Barnett A. Greenberg, President and Secretary respectively of the corporation, who are personally known to me, acknowledged the foregoing instrument before me on this date.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Miami, in said county and State this 30th day of March 1999.

My Commission Expires:


Sherri L. Thorp, Notary Public

HCI Art 2-99



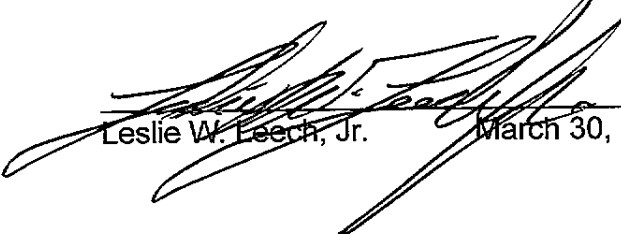
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: The Haven Center, Inc.
2. The name and address of the registered agent and office is:

Leslie W. Leech, Jr.
9040 Sunset Drive, Suite 70A
Miami, Florida

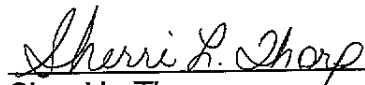
HAVING BEEN NAMED REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Leslie W. Leech, Jr.

March 30, 1999

STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 30th day of March, 1999, by Leslie W. Leech, Jr., who is personally known to me, and who did take an oath.



Sherri L. Thorp
NOTARY PUBLIC

My Commission Expires:

