

*Notarized 6/19/97*

FILING(S), INC. TERESA ROMAN  
 (Requestor's Name)  
 2805 LITTLE DEAL ROAD  
 (Address)  
 TALLAHASSEE, FLORIDA 32308 385-6735  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

RECEIVED  
 01 AUG 29 PM 3:01  
 DIVISION OF CORPORATION

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- New Parkway Institute, Inc  
 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)
- \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_  
 Mail out     Will wait     Photocopy     Certified Copy  
 Certificate of Status

FILED  
 01 AUG 28 PM 3:13  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF ORGANIZATION FOR  
NEW PATHWAY INSTITUTE, INC.**

**ARTICLE ONE  
NAME**

The name of this not-for-profit company shall be New Pathway Institute, Inc.

**ARTICLE TWO  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:  
3101 Dolphin Drive, Miramar, FL 33025.

**ARTICLE THREE  
DURATION**

This not-for-profit corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE FOUR  
PURPOSE AND POWERS**

The purpose for which the corporation is organized is to provide a therapeutic residential adolescent facility. Except as may be further restricted by these Articles of Organization, this not-for-profit corporation may exercise all powers and rights which a not-for-profit corporation may exercise under Florida law or the laws of the United States of America, including Internal Revenue Service Code Section 501(c)(3).

**ARTICLE FIVE  
MANNER OF ELECTION**

The manner in which the directors are elected or appointed are as stated in the bylaws.

**ARTICLE SIX  
INITIAL DIRECTORS / OFFICERS**

The Initial Directors/Officer of the corporation are Donna M. Frazier, President, CEO, and Secretary and she resides at 3740 Daffodil Lane, Miramar, FL 33025; Rebecca H. Fischer, One Oakwood Blvd., Suite 250, Hollywood, Florida 33020 and Martin E. Feldman, One Oakwood Blvd., Suite 250, Hollywood, FL 33020.

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ARTICLE SEVEN  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent for this not-for-profit company and the street address of the initial registered agent is: Rebecca H. Fischer, Esq., One Oakwood Blvd., Suite 250, Hollywood, Florida 33020.

ARTICLE EIGHT  
DIRECTOR CONFLICT OF INTEREST

No other contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

ARTICLE NINE  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, whether now or hereafter in effect.

ARTICLE TEN  
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

ARTICLE ELEVEN  
AMENDMENT

This not-for-profit corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TWELVE  
INCORPORATOR

The name and address of the Incorporator is: Donna M. Frazier, 3740 Daffodil Lane, Miramar, FL 33025.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24<sup>th</sup> day of August, 2001.

By:

  
\_\_\_\_\_  
Donna M. Frazier, CEO

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

The name of the not-for-profit 501(c)(3) company is:

NEW PATH INSTITUTE, INCORPORATED

The name and address of the registered agent and office are:

Rebecca H. Fischer, Esq.  
One Oakwood Blvd., Suite 250  
Hollywood, FL 33020

Having been named as registered agent and to accept service of process for the above named limited liability company 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.

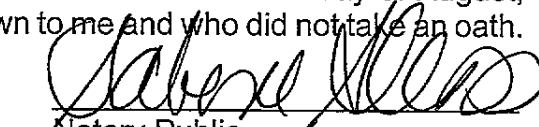
  
Rebecca H. Fischer  
Registered Agent

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of August, 2001 by Rebecca H. Fischer who is personally known to me and who did not take an oath.



Sabine Alexis  
Commission # CC 800853  
Expires JAN. 10, 2003  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public,  
State of Florida

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TALLAHASSEE FLORIDA