

NO4000001673

(Requestor's Name)

(Address)

(Address)

Kathleen Turner
Apopka Properties, Inc. 1033 N. Pine
Hills Rd. Ste. 300 Orlando, FL 32808

PICK-UP WAIT MAIL

(Business Entity Name)

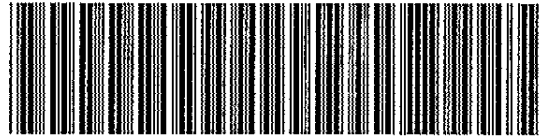
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
South Apopka Properties, Inc.**

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Pursuant to Chapter 617.0202 of the Florida Statutes, the undersigned corporation
adopts the following Articles of Incorporation:

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1. The present name of the Corporation is South Apopka Properties, Inc.
2. The material appearing as the Articles of Incorporation are stated as follows:

ARTICLE I.

Name

The name of this corporation is South Apopka Properties, Inc.

ARTICLE II.

Place of business

The principal place of business and the mailing address of the corporation being one in the same is South Apopka Properties Inc. 1033 N. Pine Hills Rd. Ste.300 Orlando, FL 32808

ARTICLE III.

Purposes

The specific purpose of this corporation is to hold title to property, collect the income there from, and turn over the entire amount there of, less expenses, to Specialized Treatment, Education and Prevention Services, Inc., and organization exempt under Section 501(c)(3) of the Internal Revenue Code and otherwise operate as a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code. Prior to turning over the net income to Specialized Treatment, Education and Prevention Services, Inc., the corporation shall pay all expenses incident to ownership of the property to which it is holding title.

ARTICLE IV.

Membership of Board of Directors

All members of the board of directors shall be chosen by majority vote of the board of directors of Specialized Treatment, Education and Prevention Services, Inc. A majority of the members of the board of directors shall be members of the board of directors of Specialized Treatment, Education and Prevention Services, Inc.

ARTICLE V.

Directors

There shall be three directors constituting the board of directors.

The name and address of each person who is to serve as a director, manager, or trustee is as follows.

Eric Jones
President
1720 Jones Rd
Melbourne, FL 32934

Neal McGarry
Treasurer
c/o CBAPF 1715 N Gadsden St.
Tallahassee, FL 32301

Tom Olk
Secretary
3333 W Pensacola St. Ste.300
Tallahassee, FL 32304

ARTICLE VI.

Name and address of the Registered Agent

Kathleen Turner is the Registered Agent at South Apopka Properties, Inc. 1033 N. Pine Hills Rd. Ste. 300 Orlando, FL 32808



Kathleen Turner,
Registered Agent

ARTICLE VII.

Name and address of the Incorporator

Kathleen Turner is the Incorporator at South Apopka Properties, Inc. 1033 N. Pine Hills Rd. Orlando, FL 32808



Kathleen Turner,
Incorporator

ARTICLE VIII.

Dedication of Assets

The property of this corporation is irrevocably dedicated to its purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual; provided that, upon dissolution or final liquidation the corporation may make distribution to Specialized Treatment, Education and Prevention Services, Inc., or its successor in interest, if any.

ARTICLE IX.

Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fee actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interest of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or

officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding. In the case of an action or proceeding brought against the entire membership of the board of directors it shall be conclusively presumed that all members of the Board of Directors were acting in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, they had no reasonable ground for belief that such action was unlawful.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes (1999), or any other

provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

Management of Corporate Affairs

(a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be a number established, from time to time, by resolution of the board of directors; provided, however, that there shall never be fewer than three directors. No compensation shall be paid to any member of the board of directors for service as a member of the board of directors.

(b) Corporate Officers: The board of directors shall elect the following officers: president, treasurer, and secretary and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be elected at the organizational meeting of the board of directors.

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