

N9600001837

1000 N.W. 8TH AVENUE
DUNEDIN BEACH, FL. 33544

ATTORNEY AT LAW

PHONE (407) 873-7044
FAX (407) 873-0550

VIA FEDERAL EXPRESS

March 11, 1995

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

200001748112
-03/18/96--01127--023
***131.25 ***131.25

Re: Roseaire, Inc.

Dear Sir or Madam:

Please find enclosed the following:

1. Original and one duplicate original of the Articles of Incorporation of the referenced corporation, containing the Acceptance of Registered Agent, duly executed and acknowledged.
2. Check in the amount of \$ 131.25 to cover the cost of the Filing Fee; Certified Copy and Certificate; and the Resident Agent Fee.

Please file the Articles of Incorporation with Resident Agent Acceptance, and return to us a certified copy of the duplicate original.

Very truly yours,


Ann M. Corkery

Enclosures

184,502,1671
W46-6318

96 APR -4 PM 2:29
FBI - TALLAHASSEE

63 4/4/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FILED
96 APR -6 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

March 25, 1996

ANN M. CORKERY, ESQUIRE
1002 NW 5TH AVE
DELRAY BEACH, FL 33444

SUBJECT: ROSEAIRE, INC.
Ref. Number: W96000006318

We have received your document for ROSEAIRE, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 096A00013455

ARTICLES OF INCORPORATION
OF
ROSEAIR CONFERENCE CENTER, INC.
A NON-PROFIT CORPORATION

FILED
96 APR -4 PM 2:29
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is ROSEAIR CONFERENCE CENTER, INC, a corporation not for profit.

ARTICLE II - PRINCIPAL OFFICE

The mailing address of this corporation shall be:
344 Palm Trail, Delray Beach, Florida 33483.

ARTICLE III PURPOSE

To engage in any and all lawful activities related to religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including the provisions and operation of any facilities and programs for such purposes, and in furtherance of such purposes to obtain money or property by gift, bequest or devise and to invest and reinvest such money or property, and to apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No part of the earnings of the Corporation shall inure to the benefit of its members, directors, officers or any private shareholder or individual, 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 herein. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The term "charitable organization", as used in this certificate, shall include only a corporation, trust, community chest, fund or foundation, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes

and which otherwise qualifies as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended.

The corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as now in effect or as it may hereafter be amended.

ARTICLE IV - DISTRIBUTION

In any taxable year in which the Corporation is an private foundation as described in Section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section of 4942 of the Code; and the Corporation shall not:

(a) engage in any act of self-dealing as defined in Section 4941(d) of the Code,

(b) retain any excess business holdings as defined in Section 4943(c) of the Code,

(c) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or

(d) make any taxable expenditures as defined in Section 4945(d) of the Code,

or such provisions are now in effect or as they may hereafter be amended.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1002 N.W. 5th Ave., Delray Beach, Florida 33444 and the name of the initial registered agent of this corporation at that address is Ann Corkery.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator signing these articles is Ann Corkery, 1002 N.W. 5th Ave., Delray Beach, Florida 33444

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:

Jorge Arrastia
11515 S.W. 60th St.
Miami, FL 33173

Ann Corkery
1002 N.W. 5th Ave.
Delray Beach, Florida 33444

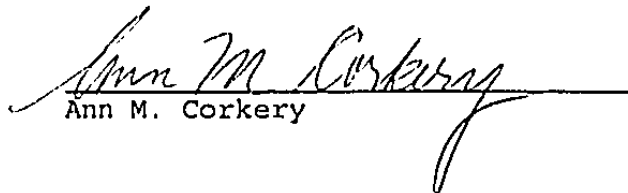
Rosa Mary Artinano
344 Palm Trail
Delray Beach, Florida 33483

ARTICLE VIII - ELECTION OF BOARD OF DIRECTORS

The method of election of directors is stated in the By-laws.

IN WITNESS, the undersigned Incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 1, 1996

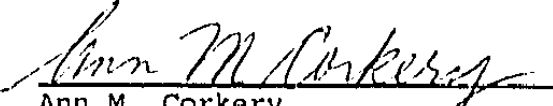

Ann M. Corkery

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 ROSEAIRE, INC., desiring to organize or qualify under the laws of the State of Florida, has named Ann M. Corkery, 1002 N.W. 5th Ave., Delray Beach, Florida, as its agent to accept service of process within Florida.

Dated: April 1, 1996


Ann M. Corkery

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. I further agree to comply with the provisions of all statutes relative to the proper performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 1, 1996

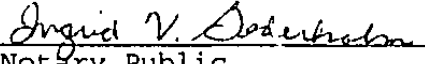

Ann M. Corkery

STATE OF FLORIDA
PALM BEACH COUNTY

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Ann Corkery known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid, this 2nd day of April, 1996.

Io- FL DL.


Notary Public,
State of Florida

My Commission Expires: 8-24-96



INGRID V SEDERHOLM
My Commission CC300372
Expires Aug. 24, 1996

CS AFR-6 PM 2 30

N96 000001837

1000 N.W. 8TH AVENUE
TALLAHASSEE, FL. 32310

PHONE (907) 470-7011
FAX (907) 470-0560

June 25, 1996

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-07/09/96--01148--028
*****35.00 *****35.00

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301
Attention: Karen Gibson

Re: Roseaire Conference Center, Inc.

Dear Ms. Gibson:

Please find enclosed the following:

1. Original and one duplicate original of the Amendment to the Articles of Incorporation of Roseaire Conference Center, Inc. changing the name of the corporation to Roseaire Retreat, Inc.
2. Board of Directors Minutes Provision and Resolution.
3. A check in the amount of \$35 to cover the filing fee of the Amendment.

Please send a stamped copy of the amendment to the above address along with a letter recognizing the name change. Thank you for your help.

Sincerely,

Ann M. Corkery, Esq.
Ann M. Corkery, Esq.

RECEIVED
96 JUN 27 AM 8:57
DIVISION OF CORPORATIONS

FILED
96 JUN 28 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC
PTE
7/1

ARTICLES OF AMENDMENT OF BOARD OF DIRECTORS
RESOLUTION CHANGING NAME OF ROSEAIRE CONFERENCE CENTER,
TO ROSEAIRE RETREAT, INC.

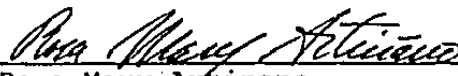
FILED
96 JUN 28 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
of the State of Florida

Pursuant to the provision of Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation submits the following information relating to the adoption by the board of directors to change the name of ROSEAIRE CONFERENCE CENTER, INC. to ROSEAIRE RETREAT, INC.

1. The name of the corporation is ROSEAIRE CONFERENCE CENTER, INC.
2. The amendment authorizing the change of name to ROSEAIRE RETREAT, INC. was adopted by the board of directors without shareholder action and shareholder action was not required.
3. The amendment was duly adopted by the Board of Directors of the corporation on June 24, 1996.
4. The amendment authorizing the change of name to ROSEAIRE RETREAT, INC. is attached and made a part of this statement.

Dated June 25, 1996
Roseaire Conference Center, Inc.



Rosa Mary Artinano,
President

BOARD OF DIRECTORS MINUTES PROVISION AND
AMENDMENT CHANGING THE NAME OF
ROSEAIR CONFERENCE CENTER, INC. TO ROSEAIR RETREAT, INC.

After a discussion by the board of directors it was authorized that the corporation, in order to avoid confusion, should change its name from ROSEAIR CONFERENCE CENTER, INC. to ROSEAIR RETREAT, INC. The Articles of Incorporation shall be amended to make this change of name.

The officers of the corporation are directed to file an amendment to the Articles including all required data with the Department of state, and to pay all necessary filing fees.



Rosa Mary Artinano, President

N 96000001837

1002 N.W. 6th Avenue
Tallahassee, FL 32301

PHONE (907) 272-7034
FAX (907) 272-0880

July 30, 1996

400001816304
-08/08/96--01030--022
++++35.00 +++++35.00

Secretary of State
Florida Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32301

Attention: Karen Gibson

Re: Roseaire Retreat, Inc.

Dear Ms. Gibson:

Please find enclosed the following:

1. Original and one duplicate original of the Amendment to the Articles of Incorporation of Roseaire Retreat, Inc. adding Article IX - "Dissolution of Corporation".
2. Board of Directors Minutes Provision and Resolution.
3. A check in the amount of \$35 to cover the filing fee of the Amendment.

Please send a stamped copy of the amendment to the above address along with a letter recognizing the amendment. Thank you for your help.

Sincerely,

Ann M. Corkery
Ann M. Corkery, Esq.

96 AUG -1 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND
C&F
8-1

ARTICLES OF AMENDMENT OF BOARD OF DIRECTORS
RESOLUTION ADDING A DISSOLUTION CLAUSE TO THE
ARTICLES OF INCORPORATION
OF ROSEAIRE RETREAT, INC.

96 AUG -1 AM 11:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the department of State
of the State of Florida

1. Pursuant to the provision of Section 617.1006 of the Florida Not For Profit Corporation Act, the undersigned corporation submits the following information relating to the adoption by the board of direct to add the following dissolution clause under Article 1X of the Articles of Incorporation:

ARTICLE 1X

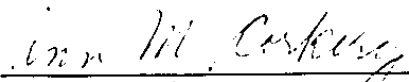
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

2. The amendment was adopted by the board of directors and there are no members of the corporation.

3. The amendment was duly adopted by the Board of Directors of the corporation on July 30, 1996

4. The amendment authorizing the addition of the Dissolution clause is attached and made a part of this statement.

Dated July 30, 1996
Roseaire Retreat, Inc.


Ann M. Corkery,
Vice-President

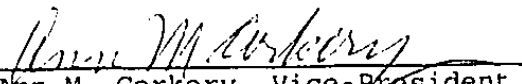
BOARD OF DIRECTORS MINUTES PROVISION AND
AMENDMENT ADDING ARTICLE IX TO THE ARTICLES
OF INCORPORATION

1. After a discussion by the board of directors it was authorized that the corporation that the following "Dissolution of Corporation" clause would be added under Article IX. The Articles of Incorporation shall be amended to make this change:

ARTICLE IX

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

2. The officers of the corporation are directed to file an amendment to the Articles including all required data with the Department of state, and to pay all necessary filing fees.


Ann M. Corkery, Vice-President
Roseaire Retreat, Inc.