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1201 N. STRAZ
TALLAHASSEE, FL 32301
904-222-0393 FAX



ACCOUNT NO. : 072100000032

REFERENCE : 719112 83648A

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : October 27, 1995

ORDER TIME : 1:44 PM

ORDER NO. : 719112

CUSTOMER NO: 83648A

CUSTOMER: Michael P. Gable, Esquire
MICHAEL P. GABLE, ESQ

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-11/03/95--01022--001
****337.50 ****337.50

Suite 735 S
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: PEACEFUL HAVEN HOLDINGS, L.C.

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX LIMITED LIABILITY COMPANY

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

SKD
10/30/95

RECEIVED
95 OCT 27 PM 3:00
DIVISION OF CORPORATIONS

FILED
95 OCT 27 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PEACEFUL HAVEN HOLDINGS, L.C.

FILED
95 OCT 27 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PEACEFUL HAVEN HOLDINGS, L.C., and its principal office shall be located at 12601 Stirling Road, Ft. Lauderdale, Broward County, Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To hold title to the real property and improvements known as Peaceful Haven Ranch Group Home, Inc. at 12601 Stirling Road, Ft. Lauderdale, Broward County, Florida and to engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner, dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

Prepared by: Michael P. Gable
Florida Bar No. 275530
4000 Hollywood Blvd., Suite 735 South
Hollywood, FL 33021-6744
305-966-2501

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from, the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. Alberto E. Fernandez shall have the authority to execute mortgages and similar instruments and documents on behalf of the limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority weighted vote (see Article IV).

ARTICLE IV MANAGEMENT, CONTROL AND WEIGHTED VOTING

Management and control of this limited liability company is reserved to its members, whose names, addresses and control percentages (i.e. weighted vote(s)), are as follows:

Alberto E. Fernandez	6530 Miami Lakeway South Miami Lakes, FL 33014	25.5%
Blanca Fernandez	6530 Miami Lakeway South Miami Lakes, FL 33014	25.5%
Nelson Fernandez	6100 Hollywood Blvd., Suite 206 Hollywood, FL 33021	24.5%
Alberto Fernandez, Jr.	6100 Hollywood Blvd., Suite 206 Hollywood, FL 33021	24.5%

ARTICLE V
MEMBERSHIP RESTRICTIONS

The existing members shall have the right to admit new members in accordance with the regulations of the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred other than in accordance with the regulations of the limited liability company.

On the death, incapacity or disability of a member, the deceased, incapacitated or disabled member's interest shall be transferred, and the remaining members (including the transferee) shall have the right to continue the business, in accordance with the regulations of the limited liability company.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Alberto E. Fernandez is deemed to have contributed the sum of \$62,500.00, and Blanca Fernandez is deemed to have contributed the sum of \$62,500.00, based upon their land acquisition; construction, renovation and furnishing of improvements; acquisition, guaranteeing, and debt service of financing for all of the foregoing; and organizing and staffing of Peaceful Haven Ranch Group Home, Inc. Nelson Fernandez is deemed to have contributed the sum of \$1.00 in kind, based upon services rendered in connection with the foregoing. Alberto Fernandez, Jr. is deemed to have contributed the sum of \$1.00 in kind, based on services rendered in connection with the foregoing. Additional contributions will be made as determined by a majority weighted vote.

ARTICLE VII
PROFITS AND LOSSES

(a) Although it is not the purpose of this entity to make a profit, and although it is not anticipated that this entity will make a profit, the members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company, in the following percentages:

Alberto E. Fernandez	25.5%
Blanca Fernandez	25.5%
Nelson Fernandez	24.5%
Alberto Fernandez, Jr.	24.5%

Notwithstanding the foregoing, control and weighted votes shall be as set forth in Article IV hereof.

(b) All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the preceding percentages.

ARTICLE VIII
DURATION

This limited liability company shall exist in perpetuity, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 4000 Hollywood Boulevard, Suite 735 South, Hollywood, Broward County, Florida, and the name of the company's initial registered agent at that address is Michael P. Gable.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of PEACEFUL HAVEN HOLDINGS, L.C.

Executed by the undersigned at Hollywood, Florida on October 24, 1995.


Alberto E. Fernandez


Blanca Fernandez


Nelson Fernandez


Alberto Fernandez, Jr.

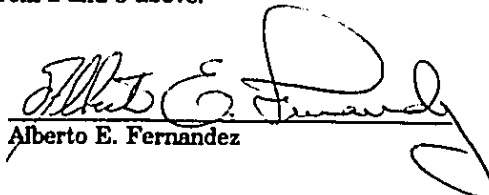
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

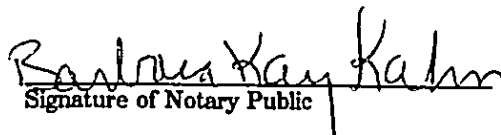
STATE OF FLORIDA }
 } SS:
COUNTY OF BROWARD }

In compliance with Florida Statutes Section 608.407(2), the undersigned member of PEACEFUL HAVEN HOLDINGS, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$125,000.00, being \$62,500.00 contributed by Alberto E. Fernandez, and \$62,500.00 contributed by Blanca Fernandez, consisting of their land acquisition, construction, renovation, furnishing of improvements, and acquisition, guaranteeing and debt service of financing.
3. The agreed upon value of property other than cash contributed by the members is \$2.00. Such property is being contributed by Nelson Fernandez, consisting of services rendered by him in connection with the foregoing; and by Alberto Fernandez, Jr., consisting of services rendered by him in connection with the foregoing.
4. The total amount of cash or property anticipated to be contributed by the members is \$125,002.00. This total includes the amounts from 2 and 3 above.


Alberto E. Fernandez

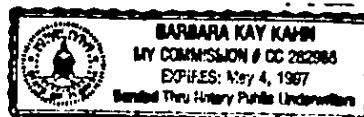
The foregoing instrument was acknowledged before me this 24TH day of October, 1995 by ALBERTO E. FERNANDEZ, on behalf of PEACEFUL HAVEN HOLDINGS, L.C., a limited liability company. He is personally known to me.


Signature of Notary Public


Typewritten name of Notary Public

Commission expiration date:

c:\wp51\corp\peaceful.aff



STATEMENT DESIGNATING REGISTERED AGENT

STATE OF FLORIDA }
 } SS:
COUNTY OF BROWARD }

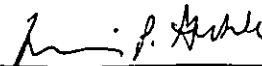
Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is PEACEFUL HAVEN HOLDINGS, L.C.

The name of the registered agent for PEACEFUL HAVEN HOLDINGS, L.C. is Michael P. Gable, and the street address of the company's principal office where the agent is located is 4000 Hollywood Boulevard, Suite 735 South, Hollywood, Florida 33021.

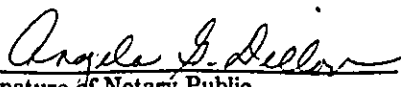
This statement is to acknowledge that, as indicated above, PEACEFUL HAVEN HOLDINGS, L.C. has appointed me, Michael P. Gable, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

October 24, 1995.



Michael P. Gable

The foregoing instrument was acknowledged before me this 24th day of October, 1995 by MICHAEL P. GABLE, agent on behalf of PEACEFUL HAVEN HOLDINGS, L.C., a limited liability company. He is personally known to me.



Signature of Notary Public
ANGELA G. DILLON

Typewritten name of Notary Public

Commission expiration date:

c:\wp51\corp\peaceful.af2



FILED
95 OCT 27 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2nd NOTICE: Limited Liability Company Will Be Dissolved On Or After August 21, 1996. If Dissolved, Minimum Amount Due To Reinstate: \$738.75

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED

36 JUN 19 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee + \$25.00 LATE FEE
\$ 263.75 Make Check Payable To: **FLORIDA DEPARTMENT OF STATE**

1 Name and Mailing Address of Limited Liability Company **DOCUMENT # L95000000822**

PEACEFUL HAVEN HOLDINGS, L.C.
12601 STIRLING RD.
FT. LAUDERDALE FL

1a. Principal Place of Business Address

12601 STIRLING RD.
FT. LAUDERDALE FL

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2 Principal Place of Business		2a. Mailing Address		3. Date Organized or Qualified	3a. State of Formation
Suite, Apt. #, etc.		Suite, Apt. #, etc.		10/27/1995	FL
City & State		City & State		4. FEI Number	<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable
Zip	Country	Zip	Country	65-0617018	5. Date of Last Report
				6. Certificate of Status Desired	<input type="checkbox"/> \$8.75 Additional Fee Required

7. Name and Address of Current Registered Agent

GABLE, MICHAEL P
4000 HOLLYWOOD BLVD.
SUITE 735 SOUTH
HOLLYWOOD FL 33021

8. Name and Address of New Registered Agent

Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
100001873211
-06/24/96--01033--018
****253.75 ****263.75
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations

SIGNATURE

DATE

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	FERNANDEZ, ALBERTO E	6530 MIAMI LAKEWAY SOUTH	MIAMI LAKES FL
MEM	FERNANDEZ, BLANCA	6530 MIAMI LAKEWAY SOUTH	MIAMI LAKES FL
MEM	FERNANDEZ, NELSON	5100 HOLLYWOOD BLVD., STE.	HOLLYWOOD FL
MEM	FERNANDEZ, ALBERTO JR	5100 HOLLYWOOD BLVD., STE.	HOLLYWOOD FL

11 I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes, and that my name appears in Block 10, or on an attachment with an address

SIGNATURE:

Alberto E. Fernandez
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNER MANAGING MEMBER OR MANAGER

6/11/96

954-983-6399