

STEVEN A. WAGNER, P.A.

ATTORNEY AT LAW

TRIAL LAWYER'S BUILDING
633 S.E. THIRD AVENUE, SUITE 302
FORT LAUDERDALE, FLORIDA 33301

STEVEN A. WAGNER

MEMBER: FORT LAUDERDALE AND
DISTRICT OF FLORIDA

TELEPHONE: (954) 764-7466
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March 4, 2000

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

SENT VIA FEDERAL EXPRESS
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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RE: HABITAT OF LAUDERHILL, INC.

ATTENTION: New Filing Department


To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation, including acceptance of registered agent, of the above proposed Florida Non-Profit Corporation and a check in the amount of \$87.50, reflecting payment of the Filing Fee and one (1) Certified Copy of the Articles and a Certificate of Status. **Please return said certified copy and all accompanying documents to my attention at the following address:**

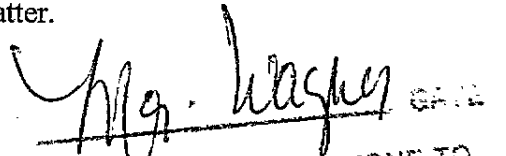
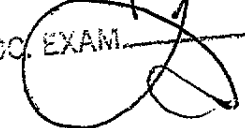
STEVEN A. WAGNER, P.A.
633 S.E. THIRD AVENUE, SUITE 302
FORT LAUDERDALE, FLORIDA 33301

Should any additional information be required, please do not hesitate to contact me at the above listed address. Thank you for your prompt attention to this matter.

Very truly yours,


STEVEN A. WAGNER, ESQ.
SAW:is
3/22

Enc.


AUTHORIZATION BY PHONE TO
CONTACT Att. VI
DATE 3/22
DOC. EXAM. 

**ARTICLES OF INCORPORATION
OF
HABITAT OF LAUDERHILL, INC.**

FILED
00 MAR 16 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the Corporation shall be HABITAT OF LAUDERHILL, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS
AND MAILING ADDRESS**

The principal place of business and the mailing address of this Corporation shall be:
5811 N.W. 28TH STREET, LAUDERHILL, FLORIDA 33313.

ARTICLE III - DURATION

The term of existence of this Corporation is perpetual.

ARTICLE IV - NOT FOR PROFIT

The Corporation is a Corporation not for profit as defined in the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

No part of any net earnings realized by the Corporation shall inure to the benefit of any private person, individual, any member, director, or officer of this Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by its officers, directors or any other third parties and to make distributions and payments in furtherance of its purposes as set forth in Article V.

ARTICLE V - PURPOSES

The specific purposes for which the corporation is organized are:

A. To provide housing for foster children. To include; educational programs, mental health support in a nurturing family environment. To prepare the children for adult hood, career opportunities and their involvement in the community.

B. The general purposes for which this Corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal

Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation (except as is otherwise provided for in Section 501 (h) of the Internal Revenue Code of 1986) nor shall it participate or intervene in (by publication or distribution of any statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

E. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE VI - MANNER OF ELECTIONS OF DIRECTORS

The Corporation is to be managed by a Board of Directors. The manner in which the directors are to be elected or appointed shall be pursuant to the method of election of directors as stated in the Bylaws. The number of Directors of the Corporation shall be ~~three~~ (3), provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this Corporation.

ARTICLE VII - INCORPORATORS

The name and the street address of the Incorporator of these Articles of Incorporation is:

NAME

JOSEPH MAGGI

ADDRESS

5811 N.W. 28TH STREET
LAUDERHILL, FLORIDA 33313

ARTICLE VIII - LIMITATION OF CORPORATE POWERS

The Corporate powers of this Corporation are as provided in Section 617.0302 of the Florida Statutes.

ARTICLE IX - BASIS UNDER WHICH CORPORATION IS ORGANIZED

This Corporation is organized under a non-stock basis.

ARTICLE X - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall return any property or assets remaining in the Corporation to the persons or entities which made such donation to the Corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify and hold harmless any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained within these Articles of Incorporation or any amendments hereto, and any rights conferred upon the shareholders of this Corporation is subject to this reservation.

ARTICLE XIII - REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of this Corporation is:

NAME

JOSEPH MAGGI

ADDRESS

5811 N.W. 28TH STREET
LAUDERHILL, FLORIDA 33313

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15 day of March, 2000.


JOSEPH MAGGI, Incorporator

STATE OF FLORIDA }
COUNTY OF BROWARD }

BEFORE ME, a notary public authorized to take acknowledgment in the State and County set forth above, personally appeared JOSEPH MAGGI, who has produced a drivers License as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and County aforesaid, this 15th day of March, 2000.

(SEAL)



Steven A Wagner
My Commission CC710180
Expires March 3, 2002


NOTARY PUBLIC, State of Florida at Large

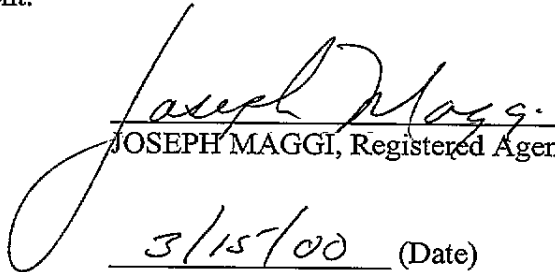
My Commission Expires:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:

HABITAT OF LAUDERHILL, INC.

AS DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as 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.



JOSEPH MAGGI, Registered Agent
3/15/00 (Date)

FILED
00 MAR 16 PM 3:34
SECRETARY OF STATE
TALLAHASSEE FLORIDA