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GARY LANCE GLASSMAN, C.P.A., P.A.

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FILED
00 APR -4 AM 8:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 23, 2000

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

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-03/27/00--01124--018
*****78.75 *****78.75

Gentlemen:

Enclosed please find two copies (one original and one copy) of the articles of incorporation for Fresh Start Drop In Center, Inc. and a check for \$78.75 for the filing fees and one certified copy of the articles.

Please forward the certified copy to my offices at the address listed above. If you can't please send to the corporation mailing address.

If you have any questions, please do not hesitate to contact me at (305) 899-8302. Thank you for your help in advance.

Very Truly Yours,
Gary Lance Glassman, C.P.A., P.A.


Gary Glassman

S. Thompeon APR 05 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 30, 2000

GARY GLASSMAN
12000 BISCAYNE BLVD., STE. 402
MIAMI, FL 33181

SUBJECT: FRESH START DROP IN CENTER, INC.
Ref. Number: W00000008552

We have received your document for FRESH START DROP IN CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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 (850) 487-6929.

Shannon Thompson
Document Specialist

Letter Number: 200A00017598

**ARTICLES OF INCORPORATION
OF FRESH START DROP IN CENTER, INC.
(a Florida not-for-profit corporation)**

The undersigned persons, acting as incorporator of the corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

FILED
00 APR -4 AM 8:30
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TALLAHASSEE FLORIDA

**ARTICLE I
Name and Address**

The name of the Corporation shall be Fresh Start Drop In Center, Inc., hereafter referred to as the Corporation. The principal office and mailing address of the corporation is 1825 NW 167th Street, Suite 113, Miami, Florida 33055.

**ARTICLE II
Duration**

The period of duration of the Corporation is perpetual unless dissolved according to the law. The Corporation's existence shall commence upon the filing of these Articles of Incorporation.

**ARTICLE III
Purpose**

The Corporation is organized exclusively for the charitable purposes within the meaning of Section 501 © 3 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.

ARTICLE IV

Nonprofit

The Corporation is not organized for profit and no part of the net earnings, if any, or assets of the Corporation shall inure to the benefit of any member, individual, person, firm, or corporation. The Corporation is organized upon a non-stock basis as defined in Section 617.011 of the Florida Statutes. The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, liability for dues and assessments, and the method of collection, thereof, shall be as regulated by the bylaws.

ARTICLE V

Powers

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors of the corporation shall be no fewer than seven (7) and no more than eleven (11), provided however, that such number may be changed in accordance with duly adopted revisions, pursuant to the bylaws of this corporation.

The directors elect named herein as the first Board of Directors shall hold office until the first annual meeting of the members to be held in June, 2000.

Any action required or permitted to be taken by the Board of Directors under the provision of law may be taken without a meeting, if all of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate of the document filed under any provision of law that relates to action so taken shall state that action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of the incorporation and bylaws of this corporation authorized the directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VI

Amendments

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and must be in accordance with Florida Law. Amendments may be adopted by a vote of at least two-thirds (2/3rds) of a quorum of members of the Board of Directors.

ARTICLE VII

Amending Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Not-For-Profit Corporation Act of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth in the bylaws.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of the Corporation is, Carolyn Y. Wilson, 17600 NW 5th Avenue # 901, Miami, Florida 33169, Dade County, State of Florida.

ARTICLE IX

Registered Agent

The name and street address of the initial registered agent of the Corporation is, Sandra McQueen, 3613 Largo Drive, Miramar, Florida 33023, County of Broward, State of Florida.

ARTICLE X

Officers

The Board of Directors shall elect the following officers:

Chairman
Vice Chairman
Secretary
Treasurer

As the bylaws of the corporation may authorize, other officers may be elected from time to time by the directors.

Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as the Acting Corporate Officers:

Chairman	Carolyn Y. Wilson
Vice Chairman	James Hazel
Secretary/Treasurer	Sandra McCartney

ARTICLE XI

Property/Assets

The property of this corporation is irrevocably dedicated to charitable 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.

ARTICLE XII

Dissolution

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, and which has established its tax exempt status under Section 501 © 3 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII
Manner of Election of Directors

The method of election of directors is as stated in the bylaws.

**REGISTERED AGENT
Acceptance of Appointment**

I hereby accept the duties and responsibilities as the Registered Agent of Fresh Start Drop In Center, Inc., a Florida not-for-profit corporation on this 12th day of October, 1999.

Sandra McQueen
Sandra McQueen, Registered Agent

EXECUTION

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not-for-profit charitable corporation under the Laws of Florida, have executed these Articles of Incorporation on this 12th day of Oct, 1999.

Carolyn Y. Wilson
Carolyn Y. Wilson, Incorporator

STATE OF FLORIDA]

ss:

COUNTY OF DADE]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Carolyn Y. Wilson who is either personally known to me or who produced valid State of Florida Photo Identification, executed the foregoing instrument as incorporator and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of October, 1999.

Arethia Stanley
NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:

