

NO1000001575

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FREDERICK W. PEIRSOL, LLB
CONCENTRATING IN
WILLS, TRUSTS & ESTATES

Note: The above numbers have been changed.
The new numbers are: Ph. 407-774-2991; Fax. 407-774-2926.

MAILING ADDRESS:
POST OFFICE BOX 916157
LONGWOOD, FLORIDA 32791-6157

March 1, 2001

EFFECTIVE DATE
3-1-01

FILED
01 MAR -5 PM 2:21
TALLAHASSEE, FLORIDA

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

Re: Filing Articles of Incorporation for THE WELLSRING INSTITUTE FOUNDATION, INC.

To whom it may concern:

Enclosed for filing are two signed copies of the Articles of Incorporation for the Not for Profit Corporation named above.

Also enclosed is a check in the amount of \$78.75 to cover the following items: \$35.00 for the fee for filing the Articles, \$8.75 for certifying the enclosed copy of the Articles, and \$35.00 for the filing of the designation of Registered Agent.

I am the contact person for this filing and my daytime phone number is above. Please send the certified copy of the Articles to me.

Thank you in advance for your assistance.

Sincerely yours,



Frederick W. Peirsol,

FWP/mcp

Enclosures as stated.

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-03/05/01-01059-005
*****78.75 *****78.75



D. BROWN MAR - 7 2001

EFFECTIVE DATE

3-1-01

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE WELLSRING INSTITUTE FOUNDATION, INC.

The undersigned Incorporator, for the purpose of forming a not for profit corporation under and in compliance with the Florida Not For Profit Corporation Act set forth in Chapter 617, Florida Statutes (2000), hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of this Corporation shall be: **THE WELLSRING INSTITUTE FOUNDATION, INC.**

ARTICLE 2 - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be 3200 Corrine Drive, Orlando, Florida 32803.

ARTICLE 3 - PURPOSES

This Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children, including, but not limited to, the acquisition by lease or purchase, and the operation of, one or more residential treatment facilities for mental health patients in need of clinical treatment and developmental transition, focusing initially on treatment programs for adolescents and providing:

Mental health counseling in a structured daily schedule,

Training in life skills development, and

Educational and employment opportunities.

ARTICLE 4 - DIRECTORS

4.1. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation managed under the direction of, its board of directors.

4.2. The manner in which directors of the Corporation shall be elected or appointed shall be stated in the Bylaws of the Corporation.

4.2. The initial members of the board of directors shall be designated as Class A directors, each to hold office until their successors are elected or appointed and have qualified. These initial directors are:

H. Stevens Peirsol,
Frederick W. Peirsol, and
Elizabeth J. Walters

4.3. The initial directors shall hold an organizational meeting, at the call of a majority of the initial directors, to complete the organization of the corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting. However, action required or permitted to be taken by the initial directors at the organizational meeting may be taken without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each initial director.

ARTICLE 5 - MEMBERS

This corporation shall have no members or shareholders.

ARTICLE 6 - AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law by a two-thirds vote of the directors of the Corporation.

ARTICLE 7 - BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the board of directors of this corporation; provided, however, that any Bylaws adopted by the directors which are inconsistent with these Articles of Incorporation shall be void.

ARTICLE 8 - INITIAL REGISTERED AGENT AND ADDRESS

The name and street address of the initial registered agent and office of this Corporation are H. Stevens Peirsol, 3200 Corrine Drive, Orlando, Florida 32803.

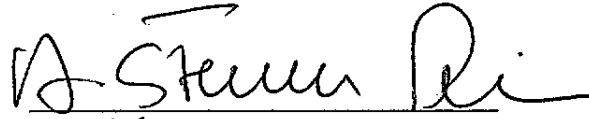
ARTICLE 9 - INCORPORATOR

The name and street address of the Incorporator of this Corporation are H. Stevens Peirsol, 3200 Corrine Drive, Orlando, Florida 32803.

ARTICLE 10 - EFFECTIVE TIME AND DATE

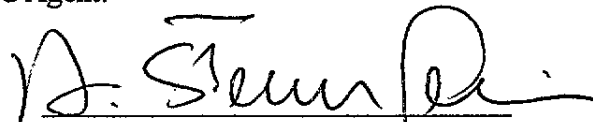
These Articles of Incorporation shall become effective and the existence of this Corporation shall begin at 12:01 a.m. on the later of (i) the date these Articles of Incorporation are executed by the Incorporator as set forth below or (ii) the date which is five (5) business days prior to the date these Articles of Incorporation are filed with the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Incorporator has hereunto executed these Articles of Incorporation this 1st day of March, 2001.


H. Stephens Peirsol, as
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above-named Corporation at the street address designated above, 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 state that I am familiar with and accept the obligations of my position as Registered Agent.


H. Stephens Peirsol, as
Registered Agent

Date: March 1st, 2001

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA