

ND1000001907

TRANSMITTAL LETTER

FILED
01 MAR 14 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

100003852241--2
-03/14/01-01045-007
*****87.50 *****87.50

SUBJECT: POSITIVE TRANSITIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GWEN BROWN
Name (Printed or typed)

146 FENIMORE LANE
Address

PALM COAST, FL 32137
City, State & Zip

(904) 446-7855
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]
3-19-01

Articles of Incorporation

We, the undersigned persons, all of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation laws of Florida, do hereby certify the following articles for this corporation, and therefore do become the incorporators of it.

Article One: The name of the Corporation shall be **Positive Transitions, Inc.**

Article Two: The principle office of the Corporation is to be located in Flagler County at the following address: 138 Palm Coast Pkwy. NE, Suite #198, Palm Coast, Florida 32137.

Article Three: This corporation is organized exclusively for charitable and religious purposes, which, for such purposes, shall include, but not be limited to: owning and operating transitional housing and providing various types of care and services to its clients and/or affiliates, including the privilege of making distributions to other organizations that qualify under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

Article Four: The manner in which the directors shall be elected is by a majority vote of the existing board of directors after a nomination is made by any one of the existing board. The names and addresses of the persons who are the initial trustees and directors of the corporation are the same as the undersigned incorporators and are as follows:

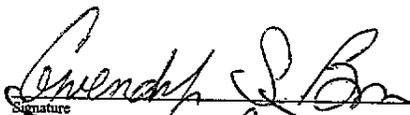
Name: Gwendolyn S. Brown **Address:** 146 Fenimore Lane, Palm Coast, FL 32137
Name: Donald P. Brown **Address:** 146 Fenimore Lane, Palm Coast, FL 32137
Name: Gregory S. Roberts **Address:** 7932 Los Robles Ct., Jacksonville, FL 32256

Article Five: The principle agent of the corporation shall be Gwendolyn S. Brown.

Article Six: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other persons, 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 in Article Three hereof. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of the corporation.

Article Seven: 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 the corresponding section of any future federal tax code). Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

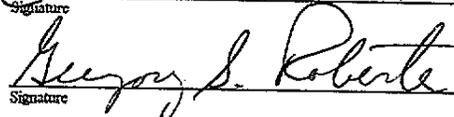
In witness whereof, we have hereunto subscribed our names this 15th day of February 2001.


Signature

2-15-01
Date


Signature

2-15-01
Date


Signature

2/15/01
Date

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TALLAHASSEE, FLORIDA