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June 22, 2001

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

Re: Filing Articles of Incorporation
FHL of the Palm Beaches, Inc.

100004439811-2
-06/25/01-01128-003
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for **FHL of the Palm Beaches, Inc.**, a Florida not-for-profit corporation, as well as our check in the amount of \$78.75 for the filing fee.

Please file the articles and send us an acknowledgment. Thank you for your assistance.

Sincerely,

H. Bryant Sims

HBS:pmh

Enclosures as stated

cc: Client

W014928
D. WHITE JUL - 9 2001 9✓

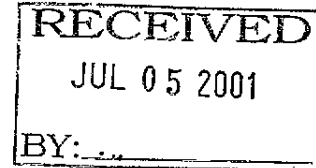


FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 27, 2001

H. BRYANT SIMS, ESQUIRE
PO BOX 2153
PALM BCH, FL 33480-2153

SUBJECT: FHL OF THE PALM BEACHES, INC.
Ref. Number: W01000014928



We have received your document for FHL OF THE PALM BEACHES, 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.

The manner of selection of the initial directors listed in your articles.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6052.

Dale White
Document Specialist
New Filings Section

Letter Number: 401A00038843

FILED

01 JUL -9 PM 3:08

SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
FHL OF THE PALM BEACHES, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name and address of the corporation shall be:

FHL OF THE PALM BEACHES, INC.
7142 Venetian Way, Lake Clarke Shores, FL 33406

ARTICLE II

DURATION OF CORPORATION

This corporation shall have perpetual existence commencing on the date of this filing of the Articles with the Department of State.

ARTICLE III

CORPORATE NATURE

1. To provide transitional housing and small group counseling for females in transition from licensed and approved substance abuse in-patient programs, to return to society.
2. To coordinate counseling with licensed therapists in order to prepare such individuals for return to society.

3. To engage in fundraising and public relations activities to promote, develop and assist individuals with substance abuse problems to maintain sobriety and return to society.

4. To serve as a central organization and have, develop, and provide assistance in housing for females with substance abuse problems and to assist in carrying out the above-stated purposes consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code or corresponding section of future federal tax code relative to obtaining and maintaining a group exemption letter for the central organization and any subordinates.

ARTICLE IV

MEMBERSHIP

(A) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(B) Any person agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

(C) A prospective member shall be eligible for membership upon application for membership subject to acceptance by the members of the corporation.

ARTICLE V

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be four (4),

provided, however, that such number may be changed by a Bylaw duly adopted by the members.

The Initial Directors named herein as the first Board of Directors were appointed by the subscriber and shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of Successors in office. Annual meetings shall be held on December 1st of each year at 7142 Venetian Way, Lake Clarke Shores, FL 33406, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members 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 or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

LESLIE WEED KNOWLES, 7142 Venetian Way, Lake Clarke Shores, FL 33406

JAMES KNOWLES, 7142 Venetian Way, Lake Clarke Shores, FL 33406

GARY WEED, 2110 Bimini Drive, West Palm Beach, FL 33406

PATSY WEED, 2110 Bimini Drive, West Palm Beach, FL 33406

ARTICLE VI
CORPORATE OFFICERS

The Board of Directors shall elect the following Officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

PRESIDENT: LESLIE WEED KNOWLES

VICE PRESIDENT: GARY WEED

SECRETARY: PATSY WEED

TREASURER: JAMES KNOWLES

ARTICLE VII

This corporation is organized under a non-stock basis.

ARTICLE VIII
EARNINGS AND ACTIVITIES

(A) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, officers or other private 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 IV herein.

(B) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political

campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IX

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operating exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as

such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

SUBSCRIBERS

The name and residence address of the subscriber of the corporation is as follows:

LESLIE WEED KNOWLES
7142 Venetian Way
Lake Clarke Shores, FL 33406

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporations not for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, 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 procedure set forth therefor in the Bylaws.

ARTICLE XI

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 7301 So. Dixie Highway, West Palm Beach, Florida 33405, and the name of its registered agent at said address shall be **H. BRYANT SIMS, ESQUIRE.**

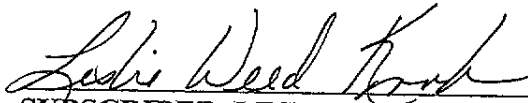
ARTICLE XII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted

by the Board of Directors and presented to a quorum of members for their vote.

WHEREFORE, I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 22nd day of June, 2001.



SUBSCRIBER, LESLIE WEED KNOWLES

STATE OF FLORIDA

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COUNTY OF PALM BEACH

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BEFORE ME, the undersigned authority, personally appeared **LESLIE WEED KNOWLES**, who produced as identification FL DL K542-525-62-797-0, or who is personally known to me, and she stated that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 22nd day of June, 2001.

My commission expires:



Pamela M. Banker
MY COMMISSION # DD029868 EXPIRES
November 28, 2003
BONDED THRU TROY FAIR INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


H. BRYANT SIMS, ESQUIRE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED