

NO1000007846

JAMES J. BUTLER
ATTORNEY AT LAW

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October 31, 2001 FAX (561) 287-2855

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

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*****78.50 *****78.50

Attention: Corporations

Re: MARTIN COUNTY SPECIAL NEEDS TRAINING, INC., A FLORIDA CORPORATION NOT FOR PROFIT

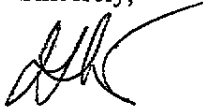
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$78.50

Please return to me proof of filing.

If there are any questions or concerns, please do not hesitate to call.

Sincerely,



JAMES J. BUTLER

JJB/abb
enclosures
xc: client

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

MARTIN COUNTY SPECIAL NEEDS TRAINING, INC.
A FLORIDA CORPORATION NOT FOR PROFIT
(Florida Statute 617)

The undersigned, acting as incorporators for the purposes of forming a Not For Profit Corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The Corporation shall be known as **Martin County Special Needs Training, Inc.**, having its principal address and mailing address of the corporation at **3605 SE Salerno Rd., Stuart, FL 34997.**

ARTICLE TWO

The purpose for which the corporation is established is to provide training and other services intended to promote independence and self sufficiency in individuals with special needs, and to promote and provide support for such services for special needs people.

ARTICLE THREE

The incorporators shall be the initial Directors of the corporation. Elections for successor directors shall be in accordance with the bylaws of the corporation. The incorporators and initial directors are:

- A. Elizabeth R. Feldman, 5181 Nassau Terrace, Stuart, FL 34997;
- B. Jerry Cohen, 13 Fairway Circle S, Manahasset, NY;
- C. Charles Feldman, 5181 Nassau Terrace, Stuart, FL 34997;

ARTICLE FOUR

This corporation may conduct any lawful business permitted under the laws of the State of Florida consistent with its not for profit status.

ARTICLE FIVE

The street address of the Registered Office of the corporation is **3605 SE Salerno Rd., Stuart, FL 34997**. The registered agent at that office is **Elizabeth R. Feldman**, whose residence address is **5181 Nassau Terrace, Stuart, FL 34997**. The acceptance of the Registered Agent is attached to this charter.

ARTICLE SIX

The Directors shall initially serve for a term of one year, which term shall thereafter be in accordance with the bylaws.

ARTICLE SEVEN

There shall initially be three classes of membership, which may be augmented or reduced as provided in the bylaws. The three initial membership classes shall be:

- A. General voting members as more particularly described in the bylaws;
- B. Adult trainee non-voting memberships for adult trainee program participants as more particularly described in the bylaws; and
- C. Minor trainee non-voting memberships for minor trainee program participants as more particularly described in the by-laws.

Membership shall not be transferrable.

Memberships shall be granted and may be terminated as set forth in the bylaws.

The initial general voting members shall be:

- A. **Elizabeth R. Feldman**, 5181 Nassau Terrace, Stuart, FL 34997;
- B. **Jerry Cohen**, 13 Fairway Circle S., Manahasset, NY;
- C. **Charles Feldman**, 5181 Nassau Terrace, Stuart, FL 34997;

ARTICLE EIGHT

Upon dissolution or liquidation of the corporation, any remaining assets shall be distributed to one or more organizations providing services to special needs individuals, which organizations may be chosen by the Board of Directors, or, if no such selection is made by the

Board, then the net assets shall be distributed to one or more organizations providing services to special needs children as determined by the Circuit Court in and for Martin County, Florida.

ARTICLE NINE

The life of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 29 day of October, 2001.

Elizabeth R. Feldman
ELIZABETH R. FELDMAN


Jerry Cohen
JERRY COHEN

Charles Feldman
CHARLES FELDMAN

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared ELIZABETH R. FELDMAN, known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation, and that they are true and correct to the best of her knowledge and belief.

SWORN TO and subscribed before me on this 29th day of October 2001.



Notary Public
State of Florida at Large

Personally Known
 Produced Identification FL D/L

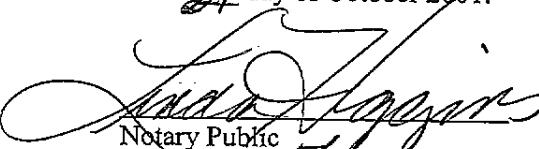


James J. Butler
MY COMMISSION # CC846765 EXPIRES
July 21, 2003
BONDED THRU TROY FAIN INSURANCE, INC

STATE OF Florida
COUNTY OF Martin

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared JERRY COHEN known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct to the best of his knowledge and belief.

SWORN TO and subscribed before me on this 31 day of October 2001.



Notary Public
State of FL

Personally Known
 Produced Identification FL D/L

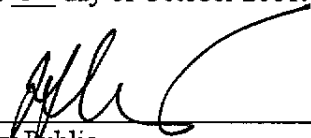


Linda Higgins
MY COMMISSION # CC798839 EXPIRES
March 1, 2003
BONDED THRU TROY FAIN INSURANCE, INC

STATE OF FLORIDA
COUNTY OF MARTIN

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County aforesaid, personally appeared CHARLES FELDMAN, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation, and that they are true and correct to the best of his knowledge and belief.

SWORN TO and subscribed before me on this 29 day of October 2001.



Notary Public
State of Florida at Large

Personally Known
 Produced Identification FL ID/P/L



James J. Butler
MY COMMISSION # CC846765 EXPIRES
July 21, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That **ELIZABETH R. FELDMAN, JERRY COHEN, AND CHARLES FELDMAN**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Stuart, County of Martin, State of Florida has named **ELIZABETH R. FELDMAN, 3605 SE Salerno Road, Stuart, FL 34997** being in the County of Martin, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

by: Elizabeth R. Feldman
ELIZABETH R. FELDMAN
Resident Agent

Date: 10-29-01

FILED
01 NOV -2 PM 12: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA