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NON  
FLORIDA PROFIT CORPORATION OR P.A.

THE PHOENIX HOUSE, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 3, 2001

EMPIRE

SUBJECT: THE PHOENIX HOUSE, INC.  
REF: W01000027446

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

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ARTICLES OF INCORPORATION

OF

THE PHOENIX HOUSE, INC.

ARTICLE I - NAME

The name of this corporation is: THE PHOENIX HOUSE, INC.

ARTICLE II - PURPOSE

This is a Not-For-Profit Corporation and the general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do viz:

To engage in and carry on any business activities permitted under the laws of the United States and the State of Florida.

To operate a shelter that houses homeless individuals or those that are temporarily displaced. To assist with educational programs for the individuals in the program to teach them working skills and life skills. To assist with educational programs for the community to understand the plight of homeless individuals.

To obtain grant monies and hard monies to purchase shelters or provide space for homeless individuals.

To provide materials for dissemination regarding any and all aspects of homelessness, drug addiction and other issues.

To purchase, lease, or otherwise acquire and hold lands, buildings, and tenements for the offices and premises of the corporation, and to lease, mortgage and convey such real estate in such manner as may appear for the best interest of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal By-Laws, not inconsistent with law or its certificate of incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest of membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more officers in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this State and in any of the several States, territories, possessions, and dependencies of the United States, the District of Columbia, and in foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business.

PREPARED BY:  
L. LYNN LAWRENCE, ESQ.  
L. LYNN LAWRENCE, PA  
12860 55 RD. NORTH  
ROYAL PALM BEACH, FL 3341  
Telephone: (561) 333-3761

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Acquire, enjoy and utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interest thereunder or therein. Take, hold, sell, and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Do all and everything necessary and proper for the accomplishment of the objects enumerated in this certificate of incorporation or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its certificate of incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue, and sell or pledge bonds, debentures, notes and other evidence or indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing it, as occasion may require and the Board of Directors deem expedient.

Make gifts for educational, scientific or charitable purposes.

To enter into agreements to franchise any of the various businesses into which it may enter.

#### ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

12860 55 Rd. North  
Royal Palm Beach, FL 33411

and the name of the initial registered agent of this corporation at that address is:

L. LYNN LAWRENCE, ESQ.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS AND CORPORATE ADDRESS

This corporation shall have three (3) directors initially. The number of directors may either be increased or decreased or diminished from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial director of this corporation is:

ELIJAH BOLDEN  
P.O. BOX 8163  
WPB, FL 33407

TRINETTE CLARK  
P.O. BOX 8163  
WPB, FL 33407

TONYA WHITE  
P.O. BOX 8163  
WPB, FL 33407

The initial officers of this corporation are:

President:	ELIJAH BOLDEN
Vice President:	TRINETTE CLARK
Sec/Tres.	TONYA WHITE

and the corporate address is:

P.O. BOX 8163  
WEST PALM BEACH, FL 33407

#### ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

ELIJAH BOLDEN  
P.O. BOX 8163  
WEST PALM BEACH, FL 33407

#### ARTICLE X

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit, or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the costs of reasonable settlement made with a view of curtailment of costs or litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled under any regulations, agreements, vote of stockholders or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors, and the administrators of any such director or officer.

#### ARTICLE XI

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or accounts or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be their book value.

#### ARTICLE XII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved by a stockholders' meeting by a fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

#### ARTICLE XIII

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting, if consent in writing setting forth the action shall be signed by all, but not less than all of the stockholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise, consent in writing to any action taken or to be taken by the corporation, and the writing or writings evidencing their consent are filed with the secretary of the corporation, the action shall be valid as

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though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 29 day of November, 2001



ELIJAH BOLDEN, Subscriber

STATE OF FLORIDA )  
                  ) SS  
COUNTY OF PALM BEACH)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared ELIJAH BOLDEN known to me and known to me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29 day of November, 2001.

  
NOTARY PUBLIC  
State of Florida

NOTARY PUBLIC - STATE OF FLORIDA  
L. LYNN LAWRENCE  
COMMISSION # 00785405  
EXPIRES 7/30/2002  
BONDED THROUGH ASA 1-500-NOTARY

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:  
THE PHOENIX HOUSE, INC.**

In pursuance of Chapter 607.0202 or 607.051, Florida Statutes, the following is submitted, in compliance with said Act:

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

  
L. LYNN LAWRENCE, RESIDENT AGENT

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