

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N010000008588

Haynes Services, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

W01-27804
J. BRYAN DEC - 6 2001

J. BRYAN DEC - 7 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 6, 2001

CAPITAL CONNECTION, INC.

SUBJECT: HAYNES SERVICES, INC.
Ref. Number: W01000027804

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01 DEC - 7 PM 3: 08
TALLAHASSEE, FLORIDA

We have received your document for HAYNES SERVICES, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

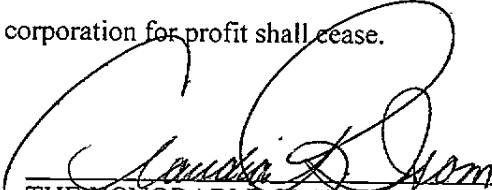
Letter Number: 901A00064481

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

**APPROVAL OF ARTICLES OF INCORPORATION AND CONVERSION OF
STATUS FROM FOR PROFIT CORPORATION TO NOT FOR PROFIT
CORPORATE STATUS PURSUANT TO FLORIDA STATUTE §617**

1. The proposed Not for Profit Articles of Incorporation for Haynes Services, Inc. is approved.
2. The property of Haynes Services Inc., shall become the property of the successor corporation known as Haynes Services, Inc. as a Not for Profit Corporation, subject to all indebtedness and liabilities of the petitioning corporation.
3. Upon payment of all taxes due the state by the petitioning corporation, if any, the Department of State shall issue a certificate showing the receipt of the articles of incorporation with the endorsement of approval thereon, and of the payment of all taxes to the State.
4. Upon payment of the filing fees specified in Florida Statute §617.0122, the Department of State shall file the articles of incorporation, and beginning January 1, 2002, the petitioning corporation shall become a corporation not for profit under the same name adopted in the articles of incorporation and subject to all the rights, powers, immunities, duties, and liabilities of corporations not for profit under the laws of the State of Florida, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease.

December 4th 2001
DATE


THE HONORABLE CLAUDIA R. ISOM
CIRCUIT COURT JUDGE
THIRTEENTH JUDICIAL CIRCUIT
IN AND FOR HILLSBOROUGH COUNTY

IN THE CIRCUIT COURT OF THE THIRTEENTH JUDICIAL CIRCUIT
IN AND FOR HILLSBOROUGH COUNTY, STATE OF FLORIDA
GENERAL CIVIL DIVISION

IN RE THE MATTER OF:

HAYNES SERVCIES, INC.

CASE NO: 01-10112
DIVISION: H

**ORDER GRANTING PETITION TO CONVERT PROFIT CORPORATION
TO NOT FOR PROFIT CORPORATION**

THIS CAUSE came before the Court, on December 4, 2001, on Petition to Convert Profit Corporation to Not for Profit Corporation. Present before the court, was counsel for the Petitioner, CANDACE R. HARRIMAN, ESQUIRE, JEFFREY HAYNES, PRESIDENT AND SHAREHOLDER, AND BARBARA RASHEED, VICE PRESIDENT AND SHAREHOLDER.

Upon examination of the record and consideration of the argument of counsel the Court finds as follows.

1. The Court has jurisdiction of the parties and the corporation known as Haynes Services, Inc.
2. On May 20, 1991, Haynes Services, Inc. was formed as a for profit corporation.

The principle offices of Haynes Services are located in Hillsborough County.

3. The shareholders of Haynes Services, Inc. are Jeffrey Haynes, and Barbara Rasheed, who also act as President and Vice President of said corporation respectively.

4. Both shareholders have authorized and directed that Haynes Services, Inc. be converted from a Profit to a Not- for Profit Corporation, pursuant to Florida Statute §617.1806 pursuant to their Affidavits freely and voluntarily executed and filed in the above captioned matter. Both shareholders have additionally agreed to agree to accept all of the property of the petitioning corporation, Haynes Services, Inc., and to assume and pay all of its indebtedness and liabilities.

5. The Court has reviewed the proposed Not for Profit Articles of Incorporation and it appears to be in proper form.

6. The purpose for which the corporation exists appears to be charitable in nature and proper for

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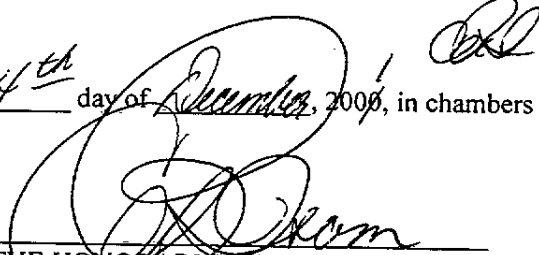
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a not for profit corporation.

IT IS ORDERED AND ADJUDGED that

1. The Petition to Convert Profit Corporation to Not for Profit Corporation is hereby **GRANTED**.
2. The proposed Not for Profit Articles of Incorporation for Haynes Services, Inc. is approved.
3. The property of Haynes Services Inc., shall become the property of the successor corporation known as Haynes Services, Inc. as a Not for Profit Corporation, subject to all indebtedness and liabilities of the petitioning corporation.
4. Upon payment of all taxes due the state by the petitioning corporation, if any, the Department of State shall issue a certificate showing the receipt of the articles of incorporation with the endorsement of approval thereon, and of the payment of all taxes to the State.
5. Upon payment of the filing fees specified in Florida Statute §617.0122, the Department of State shall file the articles of incorporation, and beginning January 1, 2002, the petitioning corporation shall become a corporation not for profit under the same name adopted in the articles of incorporation and subject to all the rights, powers, immunities, duties, and liabilities of corporations not for profit under the laws of the State of Florida, and its rights, powers, immunities, duties, and liabilities as a corporation for profit shall cease.

ORDERED AND ADJUDGED this 24th day of December, 2001, in chambers in
Tampa, Hillsborough County, Florida.


THE HONORABLE CLAUDIA R. ISOM
CIRCUIT COURT JUDGE
STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

COPIES TO:

Haynes Services, Inc.
Florida Department of State

THIS IS TO CERTIFY THAT THE FOREGOING IS A
TRUE AND CORRECT COPY OF THE DOCUMENT ON
FILE IN MY OFFICE. WITNESS MY HAND AND
OFFICIAL SEAL THIS 24 DAY OF DECEMBER, 2001.



RICHARD AKE, CLERK
BY [Signature] 2001

**ARTICLES OF INCORPORATION
OF
HAYNES SERVICES, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby acknowledges the following Articles of Incorporation by and under the provisions of the State of Florida, and specifically Chapter 617, Fla. Stat., the Florida Not for Profit Corporation Act, as now enacted or as it may be amended in the future providing for the formation, liability, rights, privileges, and immunities of a corporation not for profit.

ARTICLE I

The name of this corporation shall be **HAYNES SERVICES, INC.** The corporation shall have perpetual duration.

ARTICLE II

The principle place of business shall be business shall be 8052 North 56th Street, Tampa, Florida 33617.

ARTICLE III

This Corporation is organized pursuant to the provisions of the Florida Not for Profit Corporation Act, Chapter 617, Fla. Stat., as now enacted or as it may be amended.

ARTICLE IV

This Corporation is organized exclusively for the following purposes:

1. To provide residential care facilities, whether in a group setting or otherwise, for children, and/or adults, and to provide all related services including but not limited to, counseling, drug/alcohol treatment, emergency shelter, foster care, therapeutic foster care, intensive residential treatment, independent living, recreational activities, and educational services.

2. To perform each and every act necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated in these Articles, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation.

3. The foregoing shall be in furtherance of and not limitation of the general powers conferred by the laws of the State of Florida and the objects and purposed herein set forth in these Articles. It is expressly provided that to such extent as a not for profit corporation organized under the Florida Not for Profit corporation Act may or in the future lawfully perform any act, the Corporation shall have the power to do so either as principal or agent and either alone or in connection with other corporations, firms, or individual, including all and every act or thing necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or designed directly or indirectly to promote the interest of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or in the future be authorized to do or to exercise under the Florida Corporate Code or under any act amending, supplementing or substituting for that Code, as modified under the Florida Not for Profit Corporation Act.

The provisions for this Article IV shall be construed both as purposes and powers and each as an independent purpose and power. The specific purposes and powers enumerated above shall, except when otherwise provided in this Article IV, in no

way be limited or restricted by reference to, or inference from, the terms of any provisions of this or any other Article of these Articles of Incorporation.

Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities which are not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now in effect or as it may be amended, or the corresponding provision of any future United States Internal Revenue law, or a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code or any other corresponding provision of Section 501 (c) (3) of the Internal Revenue Code as now in effect or as it may be amended.

ARTICLE V

The directors of the Corporation, with the exception of the initial Board of Directors specified below, shall be elected in the manner set forth in the By-Laws of the Corporation. There shall be a minimum of three (3) directors, but not more than fifteen (15).

ARTICLE VI

INITIAL DIRECTORS/OFFICERS

The initial Board of Directors shall consist of five (5) members, four (4) of which shall also hold positions as officers:

Jeffrey Haynes, President and Director
8052 North 56th Street, Tampa, Florida 33617.

Barbara Rasheed, Vice President and Director
8052 North 56th Street, Tampa, Florida 33617

Howard Rasheed, Treasurer and Director
8052 North 56th Street, Tampa, Florida 33617

Candace R. Harriman, Secretary and Director
8052 North 56th Street, Tampa, Florida 33617

Clydie Milton, Director
8052 North 56th Street, Tampa, Florida 33617

ARTICLE VII

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent is JEFFREY HAYNES, 8052 North 56th Street, Tampa, Florida 33617.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is JEFFREY HAYNES, 8052 North 56th Street, Tampa, Florida 33617.

ARTICLE IX

No part of the earning or proceeds or property received from operations of the Corporation shall inure to the benefit of any private individual, whether member, officer or director. No substantial part of the activities of the Corporation shall be for the purpose of carrying on propaganda, or otherwise attempting to influence legislation except as allowed by law. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding the foregoing, the Corporation is organized for the purposes of charitable activity with the foregoing stated in order to conform to the applicable provisions of the Internal Revenue Code and not in limitation of authorized activities of the Corporation except to comply herewith.

ARTICLE X

The Corporation shall indemnify each officer, incorporator, or director, to the full extent permitted by the laws of the State of Florida limited only as set forth in the By-Laws. The Corporation shall defend, indemnify and hold such officer, incorporator, or director, harmless of and from any claims that may be present against him arising out of his official actions on behalf of the corporation or the furtherance of the Corporations business. This indemnification shall be made so long as the actions were undertaken in good faith for the best interests of the Corporation.

ARTICLE XI

By unanimous vote of the Directors, this Charter may be surrendered and the Corporation dissolved. Upon dissolution of the corporation, whether voluntary or involuntary, the assets shall be distributed to one or more organizations which themselves are exempt as any organization described in Sections 501 (c) (3), and 170 (c) (2) of the Internal Revenue Code for 1986, or corresponding section of any prior or future law, or distributed to the federal government, or to a state or local government, for a public purpose. 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 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 no event shall any benefit accrue by reason of any such dissolution to any of the incorporators, officers, or directors of the Corporation

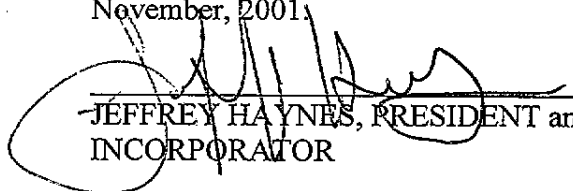
ARTICLE XII

EFFECTIVE DATE

The effective date of this corporation shall be January 1, 2002.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of

November, 2001.


JEFFREY HAYNES, PRESIDENT and
INCORPORATOR

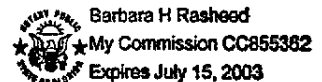
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared Jeffrey Haynes to me known and well known to me to be the person of the name described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and seal the day and year first above written.


NOTARY PUBLIC, STATE OF FLORIDA

My commission expires:




CANDACE HARRIMAN, SECRETARY

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgements, personally appeared Candace Harriman to me known and well known to me to be the person of the name described in and who acknowledged to me that she executed the foregoing Articles

of Incorporation as his free voluntary act and deed, for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF I have hereunto set my hand and seal the day and year first above written.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Barbara H Rasheed
My Commission CC855362
Expires July 15, 2003

CERTIFICATE DESIGNATING PRINCIPAL OFFICE FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY
BE SERVED.

Pursuant to Chapter 617 Fla. Stat. the following is submitted, in compliance
therewith:

First: That desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at City of Tampa, County of
Hillsborough, State of Florida, has named JEFFREY HAYNES, located at 8052 North
56th Street, Tampa, Florida 33617, as its agent to accept service of process within this
state.

ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the above
stated corporation at the place designated in this certificate, I am familiar with and accept
the appointment as registered agent and agree to act in this capacity.


JEFFREY HAYNES/REGISTERED AGENT

11-16-01
DATE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA