

N02000006256
FRED G. PRICHASON, P.A.

FRED G. PRICHASON
ATTORNEY AT LAW

CERTIFIED MEDIATOR
FAMILY LAW
GENERAL JURISDICTION

16931 N.E. 6TH AVENUE
NORTH MIAMI BEACH, FL 33162

DADE (305) 653-9633
BROWARD (954) 920-3400
FACSIMILE (305) 654-8595

July 30, 2002

Secretary of State
Attn: New filing Section
P.O. Box 6327
Tallahassee, FL 32314

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-08/02/02--01016--013
*****70.00 *****70.00

RE: ROSALIE GROUP HOME, INC.

Dear Sir or Madam:


Enclosed herein please find the following with regard to the above captioned matter:

- A. Articles of Incorporation of Florida Nonprofit Corporation. (Original and one copy)
- B. Self addressed stamped envelope.
- C. Check in the amount of \$70.00.

We would request that upon filing same a Certificate of Incorporation be sent to our office in the enclosed envelope.

Thank you in advance, I remain

Sincerely yours,


Fred G. Prichason
FGP:ml

Encs.

FILED
02 AUG 19 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Carolina GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art VI
DATE 8/19/02
DOC. EXAM ml



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

August 5, 2002

FRED G. PRICHASON, P.A.
16931 N.E. 6TH AVENUE
NORTH MIAMI BEACH, FL 33162

SUBJECT: ROSALIE GROUP, INC.
Ref. Number: W02000022431

We have received your document for ROSALIE GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

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

A NON PROFIT DOES NOT HAVE SHARES.

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) 245-6067.

Neysa Culligan
Document Specialist
New Filing Section

Letter Number: 502A00046643

Articles of Incorporation
of
Florida Nonprofit Corporation

ROSALIE GROUP HOME, INC.

FILED
02 AUG 19 PM 12: 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Corporate Name

The name of this corporation is ROSALIE GROUP HOME, INC.

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational, religious, charitable and group home facility purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The Corporation specific purpose is to provide a group home facility.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
AUTHORIZED CAPITAL STOCK

That this Non-Profit Corporation would not have authorized Capital Stock. The parties shall comply with an Agreement entered into with reference to this Corporation.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three. The number of Directors of the corporation shall be provided however, that such number may be

changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors 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 Directors and until the qualification of the successors in office. Annual meetings shall be held at 17221 N.W. 48 Court Miami, Miami - Dade County, Fl 33055 on the first day of January of each year hereinafter at 2:00pm 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 one 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 By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

<u>Name</u>	<u>Address</u>
Gloria Magdalin Fortune	17221 NW 48 Ct, Opa-Locka, Fl 33055
Clint Dodds	17221 NW 48 Ct, Opa-Locka, Fl 33055
Agnes George	17221 NW 48 Ct, Opa-Locka, Fl 33055

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

<u>Name</u>	<u>Address</u>
President/Secretary/ Tresurer: Gloria Magdalin Fortune	17221 NW 48 Ct, Opa-Locka, Fl 33055

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 hereof.

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 VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 operated exclusively for charitable, education, religious, or scientific 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 shall be 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 or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the by laws for this corporation.

ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

Name	Address
Gloria Magdalin Fortune	17221 NW 48 Ct, Opa-Locka, FL 33055

ARTICLE XI
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, 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, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 16931 N.E. 6th Avenue North Miami Beach, FL 33162 and the name of its registered agent at said address shall be Fred G Prichason, P.A..

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by are solution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation. We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 14day of July, 2002.

ARTICLE XV
PRINCIPAL PLACE OF BUSINESS

The Corporations Principal Office, Place of Business and Mailing Address is 17221 N.W. 48 Court, Miami, Miami-Dade County, Florida 33055.

Chartered Lessor
Michelle

Gloria Magdalin Fortune

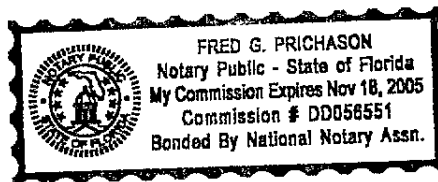
Gloria Magdalin Fortune
Subscriber

STATE OF FLORIDA
COUNTY OF DAOC

BEFORE ME, the undersigned authority, personally appeared Gloria Magdalin Fortune to me known to be the person who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they. executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
17th day of July, 2002


[Signature]
Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

FRED G. PRICHASON, P.A., 16931 NE 6th Avenue, North Miami Beach, FL 33162,
hereby accepts appointment as the Registered Agent for Rosalie Group Home, Inc.

7/30/02
Date


Fred G. Prichason, P.A.

FILED
02 AUG 19 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA