

**N03000001180**

Florida Department of State  
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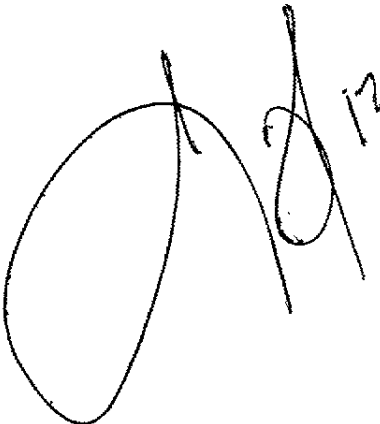
To: Division of Corporations  
Fax Number : (850) 205-0381

From: Account Name : A 1 A CORPORATE SERVICES, INC.  
Account Number : I20010000247  
Phone : (305) 673-0347  
Fax Number : (305) 532-0738

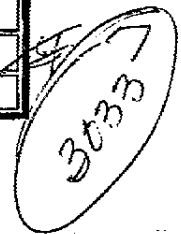

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**FLORIDA NON-PROFIT CORPORATION**

**Palm Coast Group Homes Inc.**



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FLORIDA DEPARTMENT OF STATE  
Ken Detzner  
Secretary of State

HD30000387958

February 10, 2003

A1A CORPORATE SERVICES, INC.

SUBJECT: PALM COAST GROUP HOMES INC.  
REF: W03000003766

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.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved corporation or limited liability company. The name of a voluntarily dissolved Florida corporation or limited liability company is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved entity provides the Department of State with a notarized affidavit, stating they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

A OFFICER FROM THE OLD DISSOLVED CORPORATION HAS TO SIGN THE NOTARIZED AFFIDAVIT.,

If you have any further questions concerning your document, please call (850) 245-6930.

Donna Graves  
Document Specialist  
New Filing Section

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**PALM COAST HEALTH CARE SERVICES**

3 Cypress Swamp Way Box 103  
 P.O. Box 880075  
 Palm Beach, FL 33408  
 (561) 847-6881  
 FAX (561) 847-8108

February 3, 2003

To whom it may concern:

This is to inform you that as the President of Palm Coast Group Homes Inc., that we are changing our corporation from a profit to a non-profit corporation. In so doing, we have no desire to invoke the dissolution of the for-profit organization.

Should you have any questions regarding this issue, please feel free to contact me at your earliest convenience. Thank you for your time and consideration in this matter.

Sincerely,

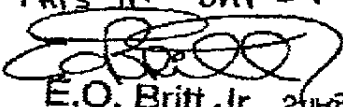


Tena Brewster  
 President

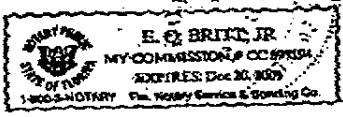


Victoria Myrie

T. Brewster AND V. MYRIE  
 SWORN To AND Subscribed before me  
 THIS 11TH DAY of Feb 2003



E.O. Britt Jr. 2003  
 Notary Public



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ARTICLES OF INCORPORATION

OF

Palm Coast Group Homes Inc.

A Florida Corporation Non Profit

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be Palm Coast Group Homes Inc. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be # 2 Cypress Branch - Palm Coast, FL 32164.

ARTICLE III

This corporation was specifically created for health care.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 section 501(c)(3) purposes. 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 or in opposition to any candidate for public office. 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.

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ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

Tena Parker Brewster  
# 3 Cypress Branch  
Palm Coast, FL 32164.

Director,  
President

Ryan Brewster  
# 3 Cypress Branch  
Palm Coast, FL 32164.

Director

Courtney Brewster  
# 3 Cypress Branch  
Palm Coast, FL 32164.

Director

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal tax code, or shall be 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

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corporation is then located, exclusively for such purposes or to such organizations as the court shall determine.

ARTICLE VII

The street address of the initial registered office of the Corporation is 25 S.E. 2ND AVE. SUITE 1036 - MIAMI, FL 33131, and the initial registered agent of the Corporation at that address is A1A REGISTERED AGENT INC.

ARTICLE VIII

The name and address of the incorporator for the Corporation is Tena Parker Brewster, # 3 Cypress Branch - Palm Coast, FL 32164.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this January 30, 2003.

  
Tena Parker Brewster, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is Palm Coast Group Homes Inc.

2. The name and address of the registered agent is: A1A REGISTERED AGENT INC., 25 S.E. 2ND AVE. SUITE 103B - MIAMI, FL 33131

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



Paul Smith, Vice President

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