

No3000003552

(Requestor's Name)

— Sharon H. Stout
945 N. Tropical Trail # 4, Merritt Island, Fl 32953

(Address)

(City/State/Zip/Phone #)

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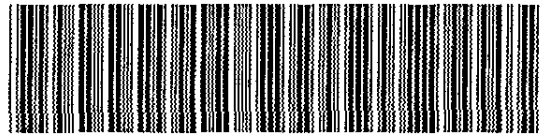
(Business Entity Name)

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ARTICLES OF INCORPORATION
OF
SEPARATE ASCENDING SERENITY PLACES, INC.

ARTICLE I. CORPORATE NAME

The name of the corporation is SEPARATE ASCENDING SERENITY PLACES, INC. hereafter referred to as the "Corporation".

ARTICLE II. OFFICE AND REGISTERED AGENT

The address of the initial principal and initial registered office of the Corporation is: 945 N. Tropical Trail # 4, Merritt Island, FL 32953

The initial registered agent at such office is Sharon H. Stout.

ARTICLE III. PURPOSES

The purposes for which the Corporation is organized are:

- a) to provide a safe place for people actively engaged in twelve-step recovery programs to conduct activities which will promote spiritual growth
- b) to provide educational materials for people actively engaged in twelve-step recovery
- c) to provide supporting services for people actively engaged in twelve-step recovery
- d) to utilize the assets and capabilities of the Corporation to engage in other charitable activities not inconsistent with applicable law and these articles of incorporation, through which the well-being of beneficiaries may be enhanced.
- e) to solicit, organize and train members and volunteers to assist in accomplishment of the foregoing purposes.

Within these purposes, the Corporation may solicit membership dues, and accept other sources of income as authorized by law, to provide funding for the accomplishment of these lawful purposes.

The Corporation is created to operate exclusively for the foregoing charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future tax code.

The Corporation may do all acts and things requisite, necessary, proper and desirable to carry out and further the purposes for which it is created; and, in general, may have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida and the United States of America applicable to corporations of this character including, but not limited to, the powers described in Chapter 617, Florida Statutes.

All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict the general charitable powers of the Corporation. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised and

construed in their application to accomplish the purposes for which the Corporation is formed.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual.

ARTICLE V. MEMBERSHIP

The membership of the corporation shall consist solely of the members of the Board of Directors.

ARTICLE VI. MANAGEMENT

The affairs of the Corporation shall be managed by a Board of Directors elected by the members at the annual meeting of the Corporation, consisting of not fewer than three (3) and not more than fifteen (15) persons. The number of directors and the terms thereof shall be provided for in the By-Laws. The following named initial Board of Directors shall manage and direct the affairs of this corporation until their successors have been duly elected:

James W. Cedar (Chairman) 6840 Ackerman Ave, Cocoa Fl, 32927

Gerald L. Stout (Secretary) 945 N. Tropical Trail # 4, Merritt Island, Fl 32953

Francis W. Shepherd (Treasurer), 6198 Dees Rd, Cocoa, Fl 32927

The method of election of directors shall be as stated in the bylaws.

ARTICLE VII. AMENDMENTS

An amendment to the Articles of Incorporation may be made when proposed by petition of any member, or by resolution of the Board of Directors, and if approved at any regular or special membership meeting by two-thirds (2/3) of the members in attendance, provided a quorum is present. Not less than thirty (30) days written notice setting forth the proposed amendment and its purpose shall have been given to all the voting members by U. S. or electronic mail, addressed to their respective addresses as shown in the records of the Corporation.

ARTICLE VIII. OTHER PROVISIONS

In furtherance, but not in limitation, of the powers conferred by statute, the following provisions are made for the regulation of the activities of the Corporation:

1. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from Federal income taxation as an Corporation created for the purposes above stated.

2. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, any officer, director, or any private person, whether during the period of

the Corporation's existence, or upon its dissolution, and no such person shall, as such, at any time have or receive, or be entitled to have or receive, any proprietary interest in, or part of, the Corporation's property or assets or any pecuniary profit or particular benefit from the Corporation; provided, however, that compensation may be paid for any services rendered to, and reimbursement may be made for any expenses incurred on behalf of the Corporation by any officer, director, agent, or employee, or any other person or corporation, pursuant to and upon general or specific authorization of the Board of Directors.

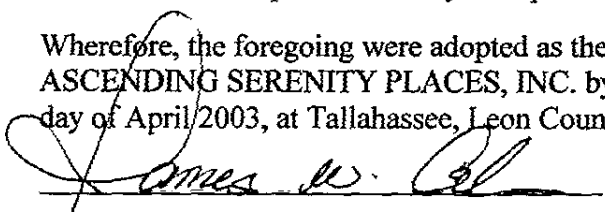
3. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. References to the Internal Revenue Code shall be construed as references to corresponding provisions of any future tax code.

ARTICLE IX. DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of the dissolution of the Corporation, all of its assets and property of every nature and description whatsoever remaining after the payment of liabilities and obligations of the Corporation, but not including assets held by the Corporation under condition requiring return, transfer or conveyance which occurs by reason of the dissolution of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future tax code 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 in the county in which the principal office of the Corporation is located, to a Corporation or Corporations which are operated exclusively for such exempt purposes. No portion of said assets and property may enure to the benefit of any officer or director of the Corporation or any enterprise organized for profit.

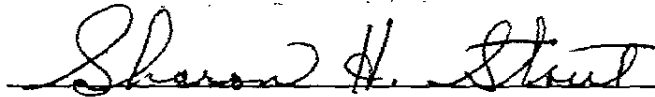
Wherefore, the foregoing were adopted as the Articles of Incorporation of SEPARATE ASCENDING SERENITY PLACES, INC. by the following incorporator on the 18th day of April 2003, at Tallahassee, Leon County, Florida.


James W. Cedar, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated herein, I hereby accept the appointment as registered agent and agree to act in this capacity. In furtherance of this responsibility I agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I accept the obligations of my position as set forth in section 617.0503, Florida Statutes, and other relevant provisions.

Dated this 18 day of April 2003.

A handwritten signature in cursive script, reading "Sharon H. Stout", is written over a horizontal line.

Sharon H. Stout
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