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FLORIDA NON-PROFIT CORPORATION

ALTERNATIVE SOLUTIONS - SCHOOL FOR CHILDREN WITH AUT

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 17, 2003

BUTZEL LONG NAPLES

SUBJECT: ALTERNATIVE SOLUTIONS - SCHOOL FOR CHILDREN WITH AUTISM, INC.
REF: W03000020431

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ARTICLES OF INCORPORATION
OF
ALTERNATIVE SOLUTIONS - SCHOOL FOR CHILDREN WITH AUTISM
INC.

The undersigned hereby make and subscribe to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation is ALTERNATIVE SOLUTIONS - SCHOOL FOR CHILDREN WITH AUTISM, INC.

ARTICLE II
PURPOSES AND POWERS

The purposes for which the Corporation is organized are exclusively educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

- a) To provide an environment for the instruction and education of children who have been diagnosed with any of one the Autism Spectrum Disorders;
- b) To provide an alternative source of education specifically designed to meet the educational and behavioral needs of children with Autism Spectrum Disorders;
- c) To provide a supportive and nurturing environment to meet the specific educational needs of children with Autism Spectrum Disorders, to enable them to achieve the highest possible quality of living throughout their lives; and
- d) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation.

Prepared by:
Kent A. Skrivan, Esq.
Butzel Long
801 Laurel Oak Drive, #705
Naples, FL 34108
(239) 597-4500
Florida Bar No. 0893552

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The corporation may carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

ARTICLE III EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV LIMITATIONS

a) Other provisions of these Articles of Incorporation, notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

c) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

e) In the event of dissolution, the residual assets of the organization will be turned over to no less than two (2) or more organizations which themselves are exempt

as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

f) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

g) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V INCORPORATOR

The name and street address of the Incorporators are Lisa Marie Scott, 6901 59th Way North, Pinellas Park, Florida 33781-5457 and Stephanie Lynn Finer, 2394 Hounds Trail, Palm Harbor, Florida 34683-2460.

ARTICLE VI MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The method by which Directors of this Corporation shall be elected is set forth in the by-laws. The number of Directors of this Corporation shall initially consist of three (3), provided, however, that such number may be changed in accordance with the By-laws. In no event shall the number of directors ever be less than three (3).

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Lisa Marie Scott	6901 59 th Way North Pinellas Park, Florida 33781-5457
Stephanie Lynn Finer	2394 Hounds Trail Palm Harbor, Florida 34683-2460
Franciscus Petrus Antonius Joannes van Haaren, Ph.D., BCBA	8665 Glen Lakes Boulevard North Saint Petersburg, Florida 33702-2143

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation is 6901 59th Way North, Pinellas Park, Florida 33781-5457. The mailing address of the corporation is P.O. Box 465, Pinellas Park, Florida 33780-0465.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

Lisa Marie Scott
6901 59th Way North
Pinellas Park, Florida 33781-5457

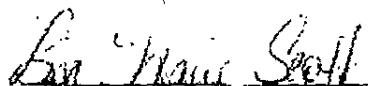
The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE IX
AMENDMENT

Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.

ARTICLE X
INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.



Lisa Marie Scott, Incorporator




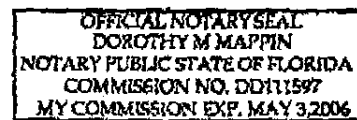
Stephanie Lynn Finer, Incorporator

STATE OF Florida)
COUNTY OF Pinellas) ss.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared LISA MARIE SCOTT and STEPHANIE LYNN FINER. LISA MARIE SCOTT and STEPHANIE LYNN FINER are personally known to me or produced _____ as identification and did not take an oath and who executed the foregoing Articles of

Incorporation of ALTERNATIVE SOLUTIONS - SCHOOL FOR CHILDREN WITH
AUTISM, INC., and they acknowledged before me that they subscribed to these Articles
of Incorporation.


Notary Public
My Commission Expires: 5/3/2006



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING THE AGENT UPON
WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That ALTERNATIVE SOLUTIONS – SCHOOL FOR CHILDREN WITH AUTISM, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 6901 59th Way, Pinellas Park, Florida 33781-5457, has named Lisa Marie Scott, 6901 59th Way, Pinellas Park, Florida 33781-5457, as its agent to accept service of process within Florida.


Lisa Marie Scott


Stephanie Lynn Finer

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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.


Lisa Marie Scott

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TALLAHASSEE, FLORIDA