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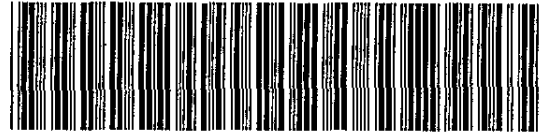
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 12 PM 2:00

Ann - 112

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ARC WINTERHAVEN, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MAUREEN WINTER
Name (Printed or typed)

ARC, S. FL.
5555 Biscayne Blvd.
Address

Miami, FL 33137
City, State & Zip

(305) 883-8720
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF CORPORATIONS
04 MAY 12 PM 2:00

ARTICLES OF INCORPORATION
OF
ARC WINTERHAVEN, INC.

ARTICLE I - NAME

The name of the corporation is ARC WINTERHAVEN, INC. (hereinafter referred to as "the Corporation").

ARTICLE II - DURATION

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 5555 Biscayne Blvd., Miami, Florida 33137.

ARTICLE IV - PURPOSE

The purpose for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

- (a) To provide for lower income handicapped persons, on a non-profit basis, rental housing and related facilities and services designed to meet the physical, social and psychological needs of the handicapped and contribute to their health, security, happiness, and usefulness in longer living.
- (b) To exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code.
- (c) To apply for, obtain, and contract with any Federal agency for a direct loan or loans or other financial aid in the form of mortgage insurance, rent supplement, or housing assistance payments or otherwise, for the provision of rental housing and related facilities and services for lower income handicapped persons.
- (d) The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE V - POWERS

The Corporation is empowered:

- (a) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.
- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a regulatory agreement with the Secretary of Housing and Urban Development to carry out the provisions of the Section 811 Project Rental Assistance Contract (PRAC), and any amendments thereto, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of mortgage loan financing and housing assistance payments under the provisions of the

National Housing Act. Such regulatory agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as any loan under the Section 811 Project Rental Assistance Contract (PRAC), as amended is outstanding, and for such further period of time as may be agreed to by the Corporation.

- (d) No part of the net earnings of this Corporation shall be distributed to or inure to the benefit of any member, director or officer of this Corporation, contributor or private individual. In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, its assets shall be distributed to non-profit and charitable corporations or institutions as shall qualify for exemption under Section 501(c)(3) of the Internal Revenue Service Code of 1954, as may be designated by the Directors to be used for purposes similar to those of this Corporation. Provided, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development or his nominee.

ARTICLE VI – MEMBERSHIP

The membership of this Corporation shall be limited to past or present Directors of the ASSOCIATION FOR RETARDED CITIZENS, SOUTH FLORIDA INC., a Florida non-profit corporation.

ARTICLE VII – DIRECTORS

The number of Directors of the Corporation shall be at least three (3) in number and shall be elected by the members of the Corporation from the membership. The Directors of the Corporation at all times must be members of the Corporation. No non-member of the Corporation may sit as a Director. The Directors shall serve without compensation. By-Laws may be altered or rescinded by a majority vote of the Directors. Membership in the Corporation shall, at all times, be limited to individuals who are or have been members of the Board of Directors of the ASSOCIATION FOR RETARDED CITIZENS, SOUTH FLORIDA INC. The names and addresses of the initial Directors and Officers are:

Ben Reed	President/Director	1800 S.W. 84 th Avenue	Miami, Florida 33155
Helen Salazar-Realini	Secretary/Director	7621 S.W. 53 rd Avenue	Miami, Florida 33143
Dr. William Kirsh	Treasurer/Director	2535 Regatta Avenue	Miami Beach, Florida 33140

ARTICLE VIII – MANNER OF ELECTION

The officers of the Corporation as provided by the By-Laws of the Corporation shall be elected by the Directors of the Corporation in the manner therein set out and shall be serve until their successors are elected and qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting for the term of one year. Said officers shall manage the affairs of the Corporation. The annual meeting shall be held in the month of June of each year.

ARTICLE IX – BY-LAWS

Amendments to the Articles of Incorporation may be proposed by any Director at a Regular or Special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds (2/3) vote of the Board of Directors present and voting as such meeting property called and noticed as provided by the By-Laws. Amendments shall be approved by a two-thirds (2/3) affirmative vote of the members of the Board of Directors present. Upon such approval, such amendment will also be forwarded to the Secretary of State of the State of Florida and filed and approved by him before the small shall be effective.

As long as a mortgage, contract or agreement on the Corporations' property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the written approval of the said Secretary.

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Maureen Winter
ARC, South Florida
5555 Biscayne Blvd.
Miami, Florida 33137

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator is:

Michael Messer
5555 Biscayne Blvd.
Miami, Florida 33137

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.

Maureen Winter
Signature/Registered Agent Maureen Winter

5/11/04
Date

Michael Messer
Signature/Incorporator Michael Messer

5/11/04
Date

State of Florida
ss
County of Dade

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MICHAEL MESSER known to me and known by me to be the person who executed and acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 11th day of May, 2004.

Tonja Ellen Parra
Notary Public

My Commission Expires:



Tonja Ellen Parra
My Commission DD226998
Expires September 14, 2007

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAY 12 PM 2:00