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July 21, 2004

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Of Counsel

hsplaw.com

VIA FEDEX 2ND DAY Telephone: (850) 245-6051

Florida Department of state **Division of Corporations** 409 E. Gaines Street Tallahassee, FL 32399

> Re: Articles of Incorporation of Team House Builders, Inc.

Dear Sir or Madam:

I have enclosed a signed original and one signed copy of the Articles of Incorporation of Team House Builders, Inc. for filing with your office. Also enclosed is a check in the amount of \$78.75 to cover the \$35.00 filing fee, \$35.00 Registered Agent designation fee and \$8.75 fee for one certified copy. Please file the original and certify and return the copy to me with your file stamp showing the date of filing. Please note that this corporation has an effective date of July 21, 2004.

If you have any questions regarding the enclosed, please do not hesitate to contact my assistant, Carmen Torres, at (561) 627-8100. Thank you for your assistance with this matter.

Very truly yours,

HAILE, SHAW & PFAFFENBERGER, P.A.

By: A H James H. Schnare

Enclosures

CC: Ms. Frances Hamilton Mr. Terrance Kraus



The undersigned, acting as the Incorporator of a not for profit corporation (the "Corporation") under the laws of the State of Florida as contained in the "Florida Not For Profit Corporation Act", Chapter 617 of the Florida Statutes, as amended (the "Act"), does hereby adopt the following Articles of Incorporation for the Corporation:

Article I: <u>Name</u>. The name of the Corporation is Team House Builders, Inc.

Article II: <u>Principal Place of Business</u>. The initial principal place of business and mailing address of the Corporation is 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408.

Purposes. The charitable purposes for which the Corporation is Article III: organized are: (i) to develop and implement rehabilitation programs and temporary employment and retraining opportunities for skilled unemployed construction workers who suffer from substance abuse problems, (ii) to provide a means for managing the services of such workers for the benefit of those who could not otherwise afford home ownership, including the donation of skilled labor and project management services to charitable and community service organizations dedicated to the construction and rehabilitation of affordable housing for the poor, (iii) to foster mutual understanding and development of self esteem among the individuals who furnish their labor through the program and those who benefit from their services, (iv) to provide educational opportunities for those who participate in the program and for other individuals and organizations involved in substance abuse rehabilitation, low income housing, and community redevelopment programs, and (v) to increase awareness among members of the general public regarding issues of substance abuse and affordable housing and the need for solutions to such problems which are charitable, cooperative and community based. The Corporation is irrevocably dedicated to and shall be operated exclusively for the foregoing charitable 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 IV: <u>Manner of Election of Directors</u>. The manner of election or appointment of the Directors shall be set forth in the Bylaws adopted by the initial Directors named in these Articles.

Article V: <u>Initial Board of Directors</u>. The initial Board of Directors of the Corporation shall consist of three (3) persons. The names and addresses of the initial Directors are as follows:

<u>Name</u>

Address

Frances Hamilton	4286 Magnolia Street Palm Beach Gardens Florida 33418
Terrence Kraus	4500 North Flagler Drive, A 21 West Palm Beach, Florida 33407
James H. Schnare II	11780 U.S. Highway #1, Suite 300 North Palm Beach, Florida 33408

Article VI: Limitation of Powers. The Corporation shall have and be entitled to exercise all powers granted to Corporations under the Act, provided however, that the Corporation shall serve only such purposes and functions and shall engage only in such services as are consonant with the purposes set forth in this Article 2 and as are exclusively charitable and are entitled to exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law (the "Code"). Notwithstanding any other provision of the Act, these Articles of Incorporation, or the Bylaws, the Corporation shall not carry on any activities which are not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

Article VII: Limitation of Distribution of Assets upon Dissolution. Upon dissolution of the Corporation, other than incident to a merger or consolidation of the Corporation into or with a not-for-profit corporation, association or trust, or other organization devoted to substantially similar purposes which is exempt as an organization described in Sections 501(c)(3) of the Code, the operations of the Corporation shall be discontinued, liquidated and wound-up. Upon dissolution, liquidating and winding up of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for educational or other charitable purposes, as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors may determine. Any 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 exempt organization or organizations as such Court shall determine.

Article VIII: <u>Registered Office</u>. The address of the initial registered office of the Corporation is 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408. The Registered Agent at that address is James H. Schnare II.

Article IX: <u>Incorporator</u>. The name of the Incorporator is James H. Schnare II and the Incorporator's address is 11780 U.S. Highway #1, Suite 300, North Palm Beach, Florida 33408.

Article X: <u>Amendments</u>. The Board of Directors of the Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon any subsequent Members are subject to these reservations.

Article XI: Effective Date. These Articles of Incorporation shall be effective on the date of execution by the Incorporator, as set forth below, provided that they are filed within the time permitted by law.

IN WITNESS WHEREOF, the undersigned has this 21st day of July, 2004, made and subscribed these Articles of Incorporation under penalties of perjury for the uses and purposes aforesaid.

hes H. Schnare II, Incorporator

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts his appointment as Registered Agent of the aforesaid Corporation. The undersigned is familiar with, and accepts, the obligations of, Section 617.0501 of the Florida Statutes.

A A AL______ ames H. Schnare II