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TALLAHASSEE, FLORIDA

cg. 4-18

LAW OFFICES
WILLIAM J. MCPHARLIN
A PROFESSIONAL ASSOCIATION

Via FedEx #8525 1151 6643

April 16, 2007

Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SUITE 122
BERKLEY SOUTH BUILDING
3015 NORTH OCEAN BOULEVARD
FORT LAUDERDALE, FLORIDA 33308

TELEPHONE (954) 566-8893
FAX (954) 566-8869

RE: Certificate of Incorporation of Our House In Dania, Inc.; and
Amended Articles of Incorporation of Center for Russian-American Behavioral Studies,
Inc.

Ladies/Gentlemen:

Enclosed is Certificate Of Incorporation of Our House In Dania, Inc., in duplicate, together
with a check payable to the Florida Department of State for the following:

Filing Fee	\$70.00
Certified copy of Certificate Of Incorporation	<u>\$ 8.75</u>
Total	\$78.75

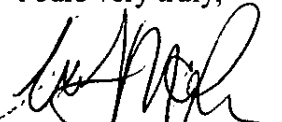
Also enclosed is the Amended Articles of Incorporation of Center for Russian-American
Behavioral Studies, Inc., in duplicate, together with a check payable to the Florida Department of
State for the following:

Filing Fee	\$35.00
Certified copy of Articles	<u>\$ 8.75</u>
Total	\$43.75

Also enclosed is a FedEx envelope to return the certified copies to this office.

If you have any questions concerning the above, please do not hesitate to contact me.

Yours very truly,


William J. McPharlin
WJM/mab

**ARTICLES OF INCORPORATION
OF
Our House In Dania, Inc.**

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TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of Florida and further certify that:

Article I

- (a) The name of the Corporation is Our House In Dania, Inc., referred to as "the Corporation".
- (b) The existence of the Corporation will be perpetual.
- (c) The principal office of the Corporation will be located at 1635 NE 4th Place, Suite 2, Ft. Lauderdale, Florida 33301.

Article II

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

- (a) To provide elderly or disabled persons with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.
- (b) The Corporation is irrevocably dedicated to and operated exclusively for, nonprofit 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 III

The Corporation is empowered:

- (a) To buy, own, sell, 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 purpose set forth in Article II hereof, but solely in connection with the project assisted under Section 202 of the Housing Act of 1959, as amended, or Section 811 of the National Affordable Housing Act.
- (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 Use Agreement with the Secretary of Housing and Urban Development, and such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of its HAP Contract. Such Use Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as the HAP Contract remains in effect at the Property.

(d) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created and operated for profit or to any individual and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation other than one created for religious purposes: 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.

Article IV

The number of directors of the Corporation shall be seven (7). The original directors and the term for which each will serve, are set below.

Name and address:	Term:
David Optekar - Chairman of the Board 1635 NW 4 th Place - Ste 2 Ft. Lauderdale, FL 33301	One (1) Year
Laura Webber, LMHC 119 So. Bear Pointe Lake Placid, FL 33852	One (1) Year
Diane Cote 4715 Maitland Dr Tamarac, FL 33319	One (1) Year
Dr. Donna Watson 2655 East Oakland Park Blvd Ft. Lauderdale, FL 33306	One (1) Year
Natalia Zinovieva, Phd. U1. Voskova, 22-10 St. Petersburg, Russia 197101	One (1) Year
Valentina Shabalina, Phd.	One (1) Year

Petersburgskoye Shosse, 13/1-230
St. Petersburg, Pushkin, 189620 Russia

Dr. Barry Kaplowitz
21110 Biscayne Blvd, Suite 304
Aventura, Florida 33180

One (1) Year

The directors shall serve without compensation.

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 serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be on and the same person. *Directors - as stated in the by laws*

The annual meeting shall be held on the first Tuesday in January of each year.

Article V

By-Laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Use Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article II hereof.

Article VI

No part of the net earnings for the Corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of 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, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

Article VII

So long as the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary of Housing and Urban Development pursuant to Article II hereof.

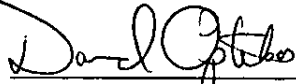
Article VIII

The name and Florida street address of the registered agent are: David Optekar, 1635 NE 4th Place, Suite 2, Ft. Lauderdale, Florida 33301.

Article IX

The name and address of the incorporator are: David Optekar, 1635 NE 4th Place, Suite 2, Ft. Lauderdale, Florida 33301.

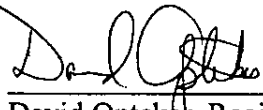
Signed by the incorporator this 14 day of April, 2007.

A handwritten signature in cursive script, appearing to read "David Optekar", is written over a horizontal line.

David Optekar, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for Our House In Dania, Inc. 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.

 4/16/07

David Optekar, Registered Agent

4/16/07

Date

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