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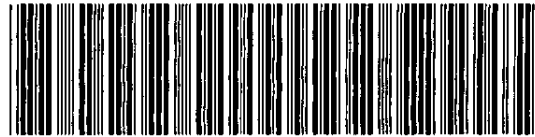
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08 AUG 26 AM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

8/27/08

## COVER LETTER

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

**SUBJECT:** Serenity House Endowment 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:** Gerard Keating, Esq.  
Name (Printed or typed)

318 Silver Beach Avenue  
Address

Daytona Beach, FL 32118  
City, State & Zip

386.252.2501  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**SERENITY HOUSE ENDOWMENT INC.**  
A Florida Not-For-Profit Corporation

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TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the corporation shall be the Serenity House Endowment Inc. (the "Endowment")

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE**

The address of the principal office of the Endowment is 540 N. Ridgewood Ave, Daytona Beach, FL. 32114. The mailing address is P.O. Box 2196, Daytona Beach, FL. 32115-2196.

**ARTICLE III - DURATION**

The period of the duration of the Endowment is perpetual unless dissolved according to law.

**ARTICLE IV - PURPOSE**

The general purpose of the Endowment is to support and assist Serenity House of Volusia Inc. ("Serenity House"), a Florida, not-for-profit corporation and a tax exempt organization under 501 (c) (3) of the Internal Revenue code in providing the community a range of substance abuse treatment and community interventions, specifically to:

**Section 1.** Provide support and assistance to accomplish the goals, plans, and activities of Serenity House.

**Section 2.** Promote knowledge and understanding in the community of the goals, plans, and activities of Serenity House.

**Section 3.** Support the treatment, housing development, and other charitable activities of Serenity House by requesting, receiving, holding, investing, administering, granting, and disbursing gifts of funds and property for the benefit of those served by Serenity House.

## **ARTICLE V - POWERS**

The Endowment shall have all of the powers now provided or which hereafter be provided for non-profit corporations by the laws of the State of Florida and is empowered to all acts as from time to time may be necessary or expedient in order to accomplish its general purpose. Notwithstanding any other provision of these Articles, the Endowment shall not engage in any activities prohibited by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170 (c )(2) of the Internal Revenue Code. Powers conferred to the Endowment include:

- to promote the interests of Serenity House by explaining the goals and activities of Serenity House to civic organizations, schools, businesses, governmental organizations, foundations and funding sources
- to receive and manage funds and apply the income thereof, and at the discretion of the Endowment Board of Directors, any portion of the principal thereof which is not restricted by the terms of gift for the general purposes of the Endowment
- to request, receive invest, and expend gifts and bequests of funds and property, taking and holding such gifts and bequests either absolutely or in trust, subject only by law or by terms of a gift
- to buy, sell, lease, convey, and dispose of any of its property and investing and reinvesting any proceeds therefrom; this includes the selling of real estate if it is determined to be in the best interest of the organization

## **ARTICLE VI - BOARD OF DIRECTORS AND OFFICERS**

**Section 1.** All corporate powers of the Endowment shall be exercised by or under the authority of the Board of Directors of the Endowment.

**Section 2.** The Board of Directors of the Endowment shall include not less than three (3) and not more than twenty-one (21) directors who shall be elected by the Board of Directors of Serenity House of Volusia Inc. The Executive Director of Serenity House shall be designated as an ex-officio member of the Board of Directors of the Endowment.

**Section 3.** The Officers and Directors of the Endowment and their qualifications, election procedures, terms of office, power and duties shall be specified in the bylaws of the Endowment.

## **ARTICLE VII – BYLAWS**

The bylaws of the Endowment shall be adopted by the Board of Directors of the Endowment and may be altered, amended, or rescinded by the Board of Directors of the Endowment in the manner specified in the Endowment bylaws.

## **ARTICLE VIII – AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any meeting of the Board of Directors of the Endowment in accordance with the Bylaws of the Endowment.

## **ARTICLE IX – EARNINGS**

No part of the net earnings of the Endowment, if any, shall enure to the benefit of, or be distributed to Officers, Directors or other private persons. All reimbursements for corporate expenses shall be authorized in accordance with the bylaws of the Endowment.

## **ARTICLE X – DISSOLUTION**

In the event of dissolution of the Endowment or termination of its affairs, the Board of Directors of the Endowment shall, after paying or making provision for payment of all liabilities of the Endowment, distribute all of the remaining assets of the Endowment to Serenity House. These assets shall to be used exclusively for the general purposes for which the Endowment was organized, subject to the conditions, restrictions and limitations to which such assets were subject when they were assets of the Endowment. No individual shall be entitled to share in the distribution of any of the assets of the Endowment upon dissolution or termination.

## **ARTICLE XI – INCORPORATOR**

The name and address of the sole incorporator of the Endowment is:

Gerard Keating, Esq.  
318 Silver Beach Avenue  
Daytona Beach, FL. 32118

## **ARTICLE XII – INDEMNIFICATION**

Every Director and Officer of the Endowment shall be indemnified by the Endowment against and reimbursed for all reasonable expenses and liabilities incurred during service on behalf of the Endowment.

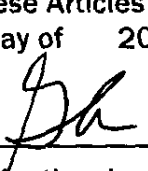
The decision to indemnify a Director or Officer shall be final and not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officers and Directors shall be entitled.

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08 AUG 26 AM 4:43  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**ARTICLE XIII - REGISTERED OFFICE AND REGISTERED AGENT**

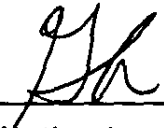
The street address of the Endowment's initial registered office in the State of Florida is 318 Silver Beach Avenue, Daytona Beach, FL. 32118. The name of the Endowment's initial registered agent at such office is Gerard Keating, Esq. who shall accept service of process within this State and serve in such capacity until a successor is selected and duly appointed.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of Serenity House Endowment Inc. this 13 day of August 2008.

  
\_\_\_\_\_  
Gerard Keating, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, whose business address is 318 Silver Beach Avenue, Daytona Beach, FL. 32118, hereby accepts appointment as the initial registered agent of the SERENITY HOUSE ENDOWMENT INC., a Florida, not-for-profit corporation and affirms that he is familiar with and accepts the obligations provided for in Section 617.0501 Florida Statutes.

  
\_\_\_\_\_  
Gerard Keating, Incorporator