

To: State of Florida - Div of Corps
Subject: Reflections Clubhouse, Inc.
Division of Corporations

From: Michele Holden

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REFLECTIONS CLUBHOUSE, INC.

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**ARTICLES OF INCORPORATION
OF
REFLECTIONS CLUBHOUSE, INC.**

The undersigned, acting as the incorporator of **REFLECTIONS CLUBHOUSE, INC.**, under the Florida Not For Profit Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation (the "Corporation") shall be **Reflections Clubhouse, Inc.**

ARTICLE II

ADDRESS

The mailing and street address of the Corporation shall be **5753 Miami Lakes Drive East, Miami Lakes, Florida 33014.**

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office shall be c/o Sanchez-Medina, Gonzalez & Quesada, LLP, at 2333 Ponce de Leon Blvd., Suite 302, Coral Gables, Florida 33134, and the registered agent for the Corporation at that address shall be Pablo S. Quesada.

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ARTICLE IV

PURPOSE

The Corporation is organized exclusively for charitable, literary, educational, scientific or religious purposes, and no other, and including (but without limitation thereto), the support of the chronically mentally ill individuals in the community by providing or facilitating the following:

- (a) Psychosocial and vocational rehabilitation services;
- (b) Pre-vocational training, transitional employment and supported employment; and
- (c) The adjustment of such individuals in the community, including, but not limited to, the areas of independent employment, supported housing, and supported education, and other projects and programs contributing to the advancement, support and promotion of health, education, and science, and the promotion of social welfare through the accomplishment of the foregoing.

but only if the specific purposes and any activities incidental thereto are included within the general purposes set forth in this Article IV, and are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

POWERS

The Corporation shall have all the general rights, privileges, immunities, franchise and powers conferred upon corporations created pursuant to Chapter 617 of Florida Statutes, but shall be limited to the exercise of only such powers as are in furtherance of the purpose expressly provided for in Article IV herein, and as are in furtherance of activities permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, and a corporation contribution to which are deductible under Section 170(c)(2) of the Code (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE VI

LIMITATIONS

Notwithstanding any powers granted to the Corporation by its Articles of Incorporation, Bylaws or the laws of the State of Florida, the following limitations of power shall apply:

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(a) The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be 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 this document, the 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) or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

(c) Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purpose within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

MEMBERSHIP

The Corporation shall have no members.

ARTICLE VIII

ELECTION OR APPOINTMENT OF DIRECTORS

The business and the affairs of the Corporation shall be managed by a Board of Directors, which shall be elected and shall serve as provided for in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided for in the Bylaws, but shall never be less than one director.

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ARTICLE IX

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Pablo S. Quesada, at Sanchez-Medina, Gonzalez & Quesada, LLP, The Colonnade - 302, 2333 Ponce de Leon Blvd., Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation on November 17, 2008.



PABLO S. QUESADA, INCORPORATOR

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**CERTIFICATE OF ACCEPTING DESIGNATION AS AN AGENT UPON WHOM
SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

Having been appointed registered agent of Reflections Clubhouse, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby accepts the appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with, and accepts, the obligations of such position.

Date: November 17, 2008


PABLO S. QUESADA

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