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Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

PACE ALACHUA - THC, INC.

Certificate of Status	0
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ARTICLES OF INCORPORATION
("Articles")
PACE ALACHUA - THC, INC.

ARTICLE 1
NAME

The name of this corporation is: PACE ALACHUA - THC, INC. (the "Corporation").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and mailing address of this Corporation is 1 West Adams Street, Suite 301, Jacksonville, Florida 32202.

ARTICLE 3
DURATION

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

ARTICLE 4
PURPOSES LIMITATIONS AND DISSOLUTION

Section 4.1 Purposes. The Corporation is a not for profit corporation organized and shall be operated exclusively for the purpose of holding title to property to be used exclusively for educational, literary, scientific or charitable purposes, collecting income therefrom, and turning over the entire amount thereof, less expenses, to PACE Center for Girls, Inc., a Florida not for profit corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provision of any future United States Internal Revenue Law (the "Code") or to such other organization or organizations as shall be exempt from federal income taxation under Section 501(c)(3) of the Code.

Section 4.2 Limitations. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(2) of the Code.

Section 4.3 Dissolution. Upon the dissolution of the Corporation, the Board of Directors shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not consistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation to PACE Center for Girls, Inc., or to such other organization or organizations organized and operated for charitable, educational or scientific purposes as the Board of Directors shall determine; provided, however, that any organizations, other than a governmental body or agency, to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 5

POWERS

Subject to the restrictions and limitations set forth in Article 4, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

ARTICLE 6

MEMBERSHIP

Section 6.1 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may but need not be evidenced by a certificate of membership.

Section 6.2 Member. The Corporation shall have one member, which shall be PACE Center for Girls, Inc. ("Member")

ARTICLE 7

BOARD OF DIRECTORS

Section 7.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors (individually "Director", and collectively, "Board of Directors"), except as otherwise provided by law or in these Articles or the Bylaws.

Section 7.2 Number and Election. The number of Directors constituting the Initial Board of Directors is four (4). The number of Directors may be increased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Directors, including any ex officio Directors who may be provided for in the Bylaws, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the Bylaws.

Section 7.3 Directors. The name and address of each person who is to serve as a Director until his or her death, resignation or removal, or the election or appointment and qualification of his or her successor, is as follows:

<u>Name</u>	<u>Address</u>
Jeff Blass, President	2570 International Speedway Boulevard Suite 100 Dayton Beach, Florid 32114
Penelope Blair, Vice President	401 E. Las Olas Boulevard, 21 st Floor Fort Lauderdale, Florida 33301
Christy Rutan Finnegan, Secretary	4623 NW 21 st Drive Gainesville, Florida 32605
Martha Fraser, Treasurer	13110 Ebbtide Court Jacksonville, Florida 32225-2729

ARTICLE 8

INDEMNIFICATION

Subject to the Bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE 9

BYLAWS

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed by the Member ("Bylaws").

ARTICLE 10
AMENDMENTS

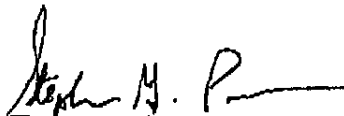
These Articles may be amended only by the Member of the Corporation.

ARTICLE 11
INCORPORATOR

The name and post office address of the incorporator of the Corporation is:

Stephen G. Prom, Esquire
50 North Laura Street, Suite 2500
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation
this 27th day of March, 2009.



Stephen G. Prom, Esquire

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of March, 2009, by
Stephen G. Prom, Esquire, who is ☒ personally known to me, or who ☐ has produced
_____ as identification.





Notary Public, State of Florida at Large
My Commission Expires:

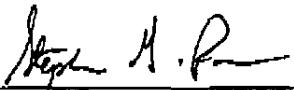
**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That PACE ALACHUA - THC, INC., hereby designates Stephen G. Prom, Esquire, as its registered agent to accept service of process within the State of Florida, and the street address of its registered office shall be 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.

PACE ALACHUA - THC, INC.

March 27th, 2009

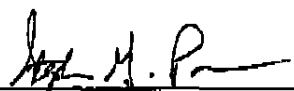


Stephen G. Prom, Esquire, Incorporator

ACCEPTANCE

Having been named to accept service of process from the above named Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said office.

March 27th, 2009



Stephen G. Prom, Esquire, Registered Agent

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