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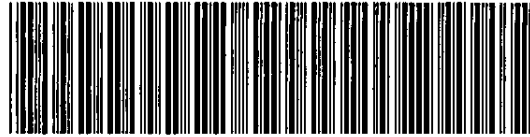
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 APR -7 AM 11:05

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF
THE POSITIVE PLACE INCORPORATED
2741 NW 34TH TERRACE
LAUDERDALE LAKES, FL 33311
954-297-6306

"Helping people find their way back home"

March 11, 2011

Department of State
Division of Corporations
P.O. Box 6397
Tallahassee, Florida
32314

SUBJECT: ARTICLES OF INCORPORATION APPLICATION

Dear Sir/Madame:

Attached are one original and one copy of the Articles of Incorporation for The Positive Place Incorporated.

Included is a money order in the amount of \$78.75 for filing fee and Certified Copy fee.

Hoping that this application is in compliance with the filing requirements.

Sincerely,


Pamela Batton

Registered Agent

Cc: Pamela Batton – President
Eneuola Providence – Vice President
Deborah Parham – Treasurer
Annie L. Roberts – Secretary
Kevin Brown – Public Relations Officer

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APPROVED
AND
FILED

11 APR -7 AM 11:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Florida not-for-profit corporation)

The undersigned, acting as the incorporator of the Positive Place Incorporated, a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, as amended, (hereinafter referred to as the "Corporation") and as President of the Corporation, by virtue of the authority granted in Resolution 2011 approved by a majority of the Corporation's Board of Directors at its January 6, 2011, meeting, hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: The Positive Place Incorporated, hereinafter referred to as the "Corporation."

ARTICLE II: OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: 2741 NW 34th Terrace, Lauderdale Lakes, FL 33311.

ARTICLE III: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

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The primary purpose of this organization is to provide transitional housing, health care and prevention education, substance abuse counseling, public safety prevention, mentoring and social service support services to men recovering from alcoholism and substance abuse who have been incarcerated. Our programs are designed to build, uplift and motivate individuals to overcome social barriers. Our programs will be geared to address homelessness, public safety, parenting skills, health care and to provide services that will lead to self sufficiency for this target population. The Corporation's target goal will be to reach the general population.

ARTICLE IV: MANNER OF ELECTIONS

The manner in which the directors are elected or appointed:

The Board of directors shall be appointed by the corporate officer. The board shall meet at least twice a year, unless special sessions are needed and shall serve no longer than a two year term, after which time the new board members will be elected.

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ARTICLE V: INITIAL DIRECTORS AND/OR OFFICERS

The Board of Directors shall consist of five (5) persons. The number may be increased or decreased from time to time by an amendment to the Corporation By-Laws. However, there shall never be less than three (3) persons on the Board of Directors. All members of the Board of Directors shall be selected as provided for in the Corporation By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-laws.

The Board of Directors consists of:

Pamela Batton – President
2741 NW 34th Terrace
Lauderdale Lakes, FL 33311

Anne L. Roberts - Secretary
8939 NW 44th Court
Sunrise, FL 33351

Eneuola Providence – Vice President
655 NW 56th Street, Suite 106
Miami, FL 33127

Deborah Parham - Treasurer
8365 NW 37th Place
Sunrise, FL 33351

Kevin Brown – Public Relations Officer
3115 NW 157th Street
Miami, FL 33054

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ARTICLE VI: REGISTERED OFFICE AND AGENT

INITIAL REGISTERED AGENT AND STREET ADDRESS

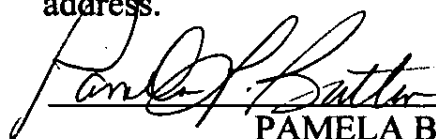
The name and Florida street address of the initial registered agent is:

Pamela Batton
2741 NW 34th Terrace, Lauderdale Lakes, FL 33311
954-297-6306

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

The Corporation's registered office shall be:
2741 NW 34th Terrace, FL 33321

Pamela Batton shall be the registered agent of the Corporation at that address.



3/11/11
PAMELA BATTON – REGISTERED AGENT

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ARTICLE VII

The name and address of the incorporator is:

PAMELA BATTON
2741 NW 34TH TERRACE
LAUDERDALE, FL 33311

ARTICLE VIII: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign or candidacy for public office.

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a Secretary, Treasurer, President and such other officers as may be provided by the By-Laws. No member of the Board of Directors will be entitled to or shall receive any compensation for participation on the board. Board members will be required to agree to all Conflict of Interest guidelines established by the corporation and noted in the By-Laws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

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ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: CONFLICT OF INTEREST

1. No member of the Board of Directors shall derive any personal profit or gain for themselves, their relatives or friends, directly or indirectly by reason of his or her participation within the corporation, except by agreement of three quarters of the board vote.
2. Each member must disclose any personal interest that he or she may have in any matter pending before the board and shall refrain from any discussion on that matter. A conflicting board member will not be counted in quorum in matters where there is a conflict of interest.
3. Each board member must submit an annual statement must agree to these general principles and disclose any potential conflict.

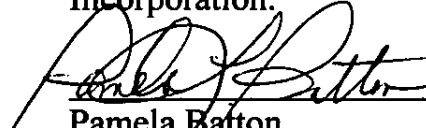
ARTICLE XIII: MEMBERSHIP

The corporation shall be non-membership.

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The incorporator of the Corporation is: Pamela Batton . IN WITNESS WHEREOF, I, Pamela Batton, The Positive Place Incorporated, have affixed our signature thereto on March 11, 2011, to the amended Article of Incorporation.


Pamela Batton

STATE OF FLORIDA
(COUNTY OF BROWARD)

The foregoing instrument was sworn to me this 14 day of March 2011, by Pamela Batton, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

Sign

Print



MAR 14 2011

APPROVED
AND
FILED

11 APR - 7 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA