

Client



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1995

JOSEPH E. DELEO, ESQ.
P.O. BOX 1888
COCOA, FL 32923-1888

SUBJECT: THE TURNING POINT, INC.
Ref. Number: W95000004217

We have received your document for THE TURNING POINT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 295A00008462

LAW OFFICES
WATSON, SOILEAU, DELEO & BURGETT
A PROFESSIONAL ASSOCIATION
1970 MICHIGAN AVENUE, BUILDING C
POST OFFICE BOX 1888
COCOA, FLORIDA 32923-1888

VICTOR M. WATSON
JOHN L. SOILEAU†
JOSEPH E. DELEO
STACY L. BURGETT
DAVID N. GLASSMAN
†BOARD CERTIFIED IN REAL PROPERTY LAW

TELEPHONE
(407) 831-1550

FACSIMILE
(407) 831-1557

February 28, 1995

VIA UPS EXPRESS MAIL

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

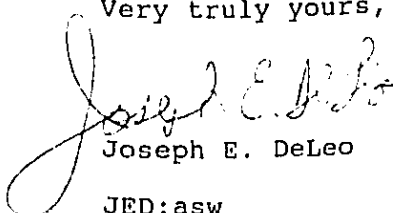
Re: THE TURNING POINT OF BREVARD, INC.
Our File No. 94-6542

Gentlemen:

Enclosed herewith please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Upon filing, please return the copy stamped with the filing information to me.

Also enclosed is your letter dated January 24, 1995 in which you acknowledge receipt of the firm's check in the amount of \$70.00 to cover the requisite fees. Thank you.

Very truly yours,


Joseph E. DeLeo

JED:asw

Enclosures

cc: Client

ARTICLES OF INCORPORATION
OF
THE TURNING POINT OF BREVARD, INC.
(A Florida Corporation Not for Profit)

FILED
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The undersigned citizens of the United States, residents of the State of Florida, being natural persons of lawful age hereby declare their desire to form a not for profit corporation under the Laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is THE TURNING POINT OF BREVARD, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation is to be located in the community of Merritt Island, County of Brevard, State of Florida, and its mailing address is: Post Office Box 540442, Merritt Island, Florida, 32954.

ARTICLE III - STATEMENT OF CORPORATE NATURE

This is a not for profit corporation organized and operated exclusively for the promotion of social welfare. Said corporation is being organized pursuant to the Florida Corporations Not for Profit Statute set forth in Chapter 617, Florida Statutes, as well as pursuant to Section 501(c)(3) of the Internal Revenue Code of

1986 and including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and (c)(4) of the Internal Revenue Code of 1986, and any amendments thereto.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The purpose of this corporation is to provide recovery alternatives for adult alcohol/drug abusers by encouraging pride in accomplishment and instilling discipline and responsibility in an atmosphere of love, understanding and fellowship; and to provide a safe and sober environment in which to achieve these goals.

ARTICLE V - POWERS OF THE CORPORATION

This corporation is to have the power to do any and all acts and things necessary or expedient for the carrying out of the purposes above and, in general, to possess all rights, privileges and immunities and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida. Notwithstanding anything herein contained to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of the organization in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, and any amendments thereto.

ARTICLE VI - MEMBERSHIP

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as hereafter may become members in the manner provided in the By-Laws. The authorized number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall also be set forth in the By-Laws; however no person shall be denied membership because of race, religion, creed, national origin, physical handicap, age or sex.

ARTICLE VII - INCORPORATORS

The names and addresses of the subscribers to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Charles R. Hill	4580 Annette Court Merritt Island, FL 32953
Wilfred E. Lucier, Jr.	4840 Lake Michigan Ave Cocoa, FL 32926
Ronald W. Robillard	4295 N. Indian River Drive Cocoa, FL 32927

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, said Board consisting of the Officers of the corporation and such other members as may be provided for in the By-Laws. The original number of Directors of the corporation shall be three (3) provided, however, that such number may be changed by the By-Laws duly adopted by the membership, but shall never be less than three (3).

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the membership at which time an election of Directors shall be held.

Directors elected at the first annual meeting and at all times thereafter shall serve for a period of one (1) year or until their successors are elected. The annual meeting of the corporation shall be held on such date and at such time each year as specified in the By-Laws.

The names and addresses of the first Board of Directors are:

Name	Address
Charles R. Hill	4580 Annette Court Merritt Island, FL 32953
Wilfred E. Lucier, Jr.	4840 Lake Michigan Ave Cocoa, FL 32926
Ronald W. Robillard	4295 N. Indian River Drive Cocoa, FL 32927

CORPORATE OFFICERS

The Officers of this corporation shall be members of the Board of Directors, and shall consist of the following: Chairman, Vice-Chairman, Treasurer, Secretary, and such other officers as the By-Laws of this corporation may authorize. Officers shall be elected by the Board of Directors at the first Board meeting following the annual meeting of the membership. Until the first such election is held, the following persons shall serve as corporate officers:

CHAIRMAN	Charles R. Hill
VICE-CHAIRMAN	Wilfred E. Lucier, Jr.
SECRETARY/TREASURER	Ronald W. Robillard

ARTICLE IX - BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Statute of Florida concerning corporation actions that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, or rescinded by resolution of the Board of Directors and ratification by a two-thirds majority of the members of the corporation present and voting at any regular meeting, or at any called meeting for that purpose, or by such other procedures as may be set forth in the By-Laws.

ARTICLE X - PERPETUAL EXISTENCE

This corporation shall exist perpetually, unless dissolved under the provisions of its Constitution, By-Laws, or the Florida Statutes.

ARTICLE XI - DEDICATION OF ASSETS

The property of this corporation is irrevocably and exclusively dedicated to providing recovery alternatives for those who suffer from alcoholism and/or drug addiction as set forth in Article IV, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the I.R.C. of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the I.R.C. of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII - DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, any assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for the promotion of social welfare and which has established its tax exempt status under Section 501(c)(4) or (c)(3) of the I.R.C., 1986, or corresponding provisions of any subsequent Federal tax laws. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII - RIGHTS AND LIABILITIES OF MEMBERS

The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member upon the dissolution of this corporation. Members of this corporation shall not be personally liable for any debts, liabilities or obligations of the corporation.

ARTICLE XIV - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed and adopted by the Board of Directors with the approval of the members of the corporation at any regular meeting, or at any called meeting for that purpose, by a two-thirds vote of the eligible members present and voting.

ARTICLE XV - INDEMNIFICATION

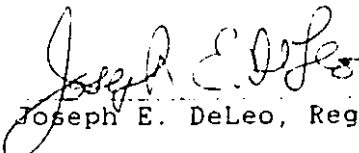
This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE XVI - REGISTERED AGENT

The Registered Agent of this corporation for the purpose of accepting service of process within the State of Florida shall be: JOSEPH E. DeLEO, 1970 Michigan Avenue Bldg. C, P.O. Box 1888, Cocoa, FL, 32923-1888.

ARTICLE XVII - ACCEPTANCE BY REGISTERED AGENT

Having been named to accept Service of Process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.


Joseph E. DeLeo, Registered Agent

ARTICLE XVIII - SIGNATURES

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals on this 28th day of February, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Charles R. Hill
CHARLES R. HILL

Wilfred E. Lucier, Jr.
WILFRED E. LUCIER, JR.

Ronald W. Robillard
RONALD W. ROBILLARD

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, a Notary Public, duly authorized to take acknowledgements, personally appeared CHARLES R. HILL, WILFRED E. LUCIER, JR., and RONALD W. ROBILLARD, who are personally known to me or have presented identification to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed and subscribed to same.

WITNESS my hand and seal in the County and State last aforesaid on this 28th day of Feb, 1995.

David B. Cousineau
NOTARY PUBLIC

My commission expires:

