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N96000000214

January 8, 1995

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

RE: Synergy Center, Inc.

FILED
96 JAN -9 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find check number 6685 in the amount of \$70.00 representing filing fee for the Articles of Incorporation for the above captioned. Enclosed are the original Articles of Incorporation and one copy. Please file the original, and return a stamped copy to us in the envelope provided. If you have any questions please contact our office.

Very truly yours,


Greg Medalie
/mss
Enc.

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**ARTICLES OF INCORPORATION
OF
SYNERGY CENTER, INC.**

The undersigned incorporator, a natural person competent to contract, hereby file these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this Corporation shall be SYNERGY CENTER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II.

PRINCIPLE OFFICE

The street address of the initial principle office and the mailing address of the corporation is:

1400 NW 9TH AVENUE, #12, BOCA RATON, FL 33486.

ARTICLE III.

PURPOSES AND POWERS

SECTION 1 PURPOSES.

(a) The corporation is organized for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

(b) The specific purpose of the corporation is to establish and maintain a treatment program and facility for individuals including those with handicaps and disabilities.

(c) The corporation shall receive, hold, invest and manage contributions from the general public, philanthropic organizations and governmental agencies. The corporation shall accept trusts, insurance policies, real property, securities and other property of value, utilizing the income and corpus for health, charitable, educational and communal purposes which are consistent with the aims and ideals of the corporation.

SECTION 2 POWERS.

(a) The corporation's purposes as stated herein shall be carried out by a Board of Directors in a manner that will enable the corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer in trust or otherwise dispose of, all property, real or personal, to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.

(ii) To receive property by gift, devise or bequest

subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporation.

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the corporation.

(b) Notwithstanding any powers granted to this corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the corporation's charitable purposes (as herein defined), and no member, trustee, director, officer of the corporation, or any private individual shall be entitled to share

in the distribution of any of the corporate assets on dissolution of the corporation.

(ii) No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code and directly related to the corporation's charitable purposes.

(iii) The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(iv) Notwithstanding any other provisions of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under the Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(a), 2522(a) or 2055(a) of the Code.

(v) Upon the dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all residual assets of the corporation to one or more organizations which themselves are described in Sections 501(c)(3) and 170(c)(2) of the Code or corresponding sections of any prior or future Internal Revenue Code or to the

federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE IV.

PUBLIC CHARITY STATUS

It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under 501(a) of the Code as an organization described in 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in 509(a)(3) of the Code. These articles shall be construed accordingly, in all powers and activities of the corporation shall be limited accordingly.

ARTICLE V.

PRIVATE FOUNDATION RULES

If the corporation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942(j)(3) of the Code, then the provisions of this Article IV shall apply.

(a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.

ARTICLE VI.

NO MEMBERS

There will not be any members of the corporation.

ARTICLE VII.

TERM OF CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII.

REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is:

1400 NW 9th Avenue, #12
Boca Raton, FL 33486

(a) The name of the registered agent of this corporation located at the address of the registered office is:

Kenneth J. Moore

ARTICLE IX.

INCORPORATOR

The name and address of the incorporator to these Article of Incorporation is as follows:

Kenneth J. Moore
1400 NW 9th Avenue, #12
Boca Raton, FL 33486

ARTICLE X.

OFFICERS

(a) The corporation shall have a President, Secretary and a Treasurer, and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, a Vice-Chairman of the Board of Directors, one or more Vice Presidents, an Assistant Secretary and an Assistant Treasurer. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.

(b) Officers shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XI.

BOARD OF DIRECTORS

(a) The affairs and business of the corporation shall be conducted by a Board of Directors or through its duly elected Executive Committee. The Board shall consist of not less than three persons. The Director shall be elected or appointed in the manner and for the terms provided in the Bylaws.

(b) The first Board of Directors and their addresses shall be:

1. Stanley Brenner
44 Coconut Row
West Palm Beach, FL 33410
2. Kathryn Dukakis
85 Perry Street
Brookline, MA 02146
3. Eleanor Goldstein
Social Issues Resources
1100 Holland Drive
Boca Raton, FL 33431

(c) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal the replacement

Director(s) will be elected or appointed in accordance with the Bylaws.

ARTICLE XII.

BYLAWS

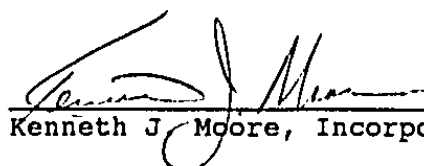
The Board of Directors shall adopt Bylaws for the corporation. The Bylaws may be amended, altered, or repealed by the Directors in any manner permitted by the Bylaws which is in accord with the purposes of the corporation as set out in these Articles of Incorporation.

ARTICLE XIII.

AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any time provided that any amendment will not adversely affect the status of the corporation as an organization described in Section 501(c)(3) of the Code.


IN WITNESS WHEREOF, the undersigned, being the original incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 5 day of January 1996.


Kenneth J. Moore, Incorporator

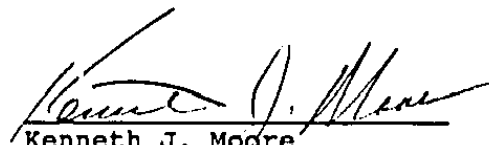
**CERTIFICATE OF DESIGNATING REGISTERED
AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.023, the following is submitted:

Kenneth J. Moore desiring to organize under the laws of the State of Florida as a not for profit corporation, has designated 1400 NW 9th Avenue, #12, Boca Raton, FL 33486 as its initial Registered Office and has named Kenneth J. Moore located at said address, as its initial Registered Agent.

SYNERGY CENTER, INC.
By: 
Kenneth J. Moore,
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, I hereby accept said appointment, and agree to comply with the provisions of Florida Statutes Section 48.901, relative to keeping open said office.


Kenneth J. Moore

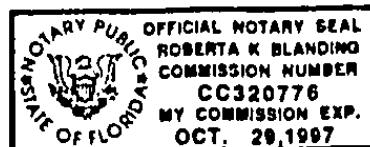
STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Kenneth J. Moore, to me well known and well known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 5th day of JANUARY, 1996.

Roberta K. Blanding
Notary Public,
State of Florida at Large

My Commission Expires:



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96 JAN -9 PM 1:52
CLERK OF STATE
TALLAHASSEE, FLORIDA