

REFERENCE : ASSESS

AUTHORIZATION :

Patricia 1

COST LIMIT : 4 122,50

ORDER DATE : February 19, 1996

ORDER TIME : 9:44 AM

000001718090

ORDER NO. : 851233

CUSTOMER NO:

821500

CUSTOMER: Ms. Jean M. Sherrett XL CORPORATE SERVICES

62 White Street

Now York, NY 10013

DOMESTIC FILING

NAME:

ZION'S TREATMENT CENTER, INC.

AND THE PROPERTY OF THE PROPER

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLOTH STAIRED CHY

CERTIFICATE OF GOOD STORETHG

CONTACT PERSON: KOREN POLAR

FERRITHER STATE TALES T. BROWN FEB 22 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1996

CSC NETWORKS 1201 HAYS STREET TALLAHASSEE, FL 32301

SUBJECT: ZION'S TREATMENT CENTER INC.

Ref. Number: W96000003758

We have received your document for ZION'S TREATMENT CENTER INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6932.

Teresa Brown Corporate Specialist

Letter Number: 796A00007213

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ARTICLES OF INCORPORATION

OF

SECRETARY OF STATE TALLAHASSEE, FICTORIDA

ZION'S TREATMENT CENTER INC.

Pursuant to Section 617.0202, Florida Statutes

ARTICLE I

The name of the corporation is: ZION'S TREATMENT CENTER INC.

ARTICLE II

The address of the principal address of the corporation is: 776 North West 65th Street Miani, Florida 33150

ARTICLE III

The purpose of the corporation is as follows:

To provide a continuum of services for women who have had a history of substance abuse and who have children utilizing a residential and non-residential program that will provide drug counseling, crisis intervention, employment counseling, housing location assistance, clothing and other support services for project participants.

Women and children who successfully complete the residential component of the program will be monitored for up to two years thereafter with aftercare services to enhance the likelyhood that they will be reintegrated into the community.

These services provided by this organization are being targeted toward a population that has few full service treatment options in the Miami Metropolitan area. The public service goal of this organization is to restore family bonds between a mother and her child or children.

To enhance the prospects that women can remain free from the lure of substance abuse; recreate a functional household and increase their job prospects. The result should be a reduction in the number of substance abuse relapses suffered by program participants and the enhancement of participants prospects for preventing their parental rights from being terminated.

ARTICLE IV

The provision for qualification of Directors and the manner of their admission will be provided for in the by-laws.

ARTICLE V

The initial board of directors shall consist of three (3) members. The names and addresses of the directors are as follows:

Mr. Robert Horton 1717 North Bayshore Drive, Unit 3855 Miami, Florida 33132

Mr. Manuel Barreiro 911 North East 72nd Terrace Miami, Florida 33138

Ms. Maria Espinosa 10743 South West 62nd Terrace Miami, Florida 33173

ARTICLE VI

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the

purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

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), and no member, trustee, 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.

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code section 501(h)), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to another organization exempt under section 501(c)(3) of the Internal Revenue Code of 1986, or

corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for public purposes, subject to an order of a Justice of the Supreme Court.

In any taxable year in which the corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, the corporation shall distribute its income for said period at such time and manner as not to subject it to tax under section 4942 of the Code and the corporation shall not (a) engage in any act of self-dealing as defined in section 4941(d) of the Code (b) retain any excess business holdings as defined in section 4943(c) of the Code (c) make any investments in such manner as to subject the corporation to tax under section 4944 of the Code or (d) make any taxable expenditures as defined in section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE VII

The name and street address of the incorporator is as follows:

Jean M. Sherett c/o XL CORPORATE & RESEARCH SERVICES, INC. 62 White Street New York, New York 10013 The undersigned incorporator has executed these Articles of Incorporation this 167% day of February, 1996.

Jean M. Sherett



DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICEO

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is:

ZION'S TREATMENT CENTER INC.

2. The name and address of the registered agent and office is:

Ms. Zion Gloria Hezikiah 776 North West 65th Street Miami, Florida 33150

I, the undersigned 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.

ated: