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MELVILLE, FOWLER & SOWERBY, P. A.

ATTORNEYS AT LAW

LAUREL PROFESSIONAL PARK

2040 SOUTH 25TH STREET

PORT PIERCE, FLORIDA 33601

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*BOARD CERTIFIED CIVIL TRIAL LAWYER

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AND ESTATE LAWYER

April 3, 1996

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***122.50 ***122.50

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: P.H.A.S.E I TRANSITIONAL LIVING FACILITY, INC.


Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for filing, together with our office account check number 8029, in the amount of \$122.50 to cover the charter fees.

Please furnish this office with a certificate of incorporation.

Your prompt attention to this matter will be appreciated.

Sincerely yours,


David N. Sowerby

DNS/mlh
Enclosure

FILED
95 APR 24 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
4/12/96

2295



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1996

DAVID N. SOWERBY, ESQUIRE
MELVILLE, FOWLER & SOWERBY
2940 SOUTH 25TH STREET
FORT PIERCE, FL 34981

SUBJECT: P.H.A.S.E. I TRANSITIONAL LIVING FACILITY, INC.
Ref. Number: W96000008028

We have received your document for P.H.A.S.E. I TRANSITIONAL LIVING FACILITY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 196A00017269

MELVILLE, FOWLER & SOWERBY, P. A.

ATTORNEYS AT LAW
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HAROLD G. MELVILLE¹
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¹BOARD CERTIFIED CIVIL TRIAL LAWYER
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AND ESTATE LAWYER

April 3, 1996

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: P.H.A.S.E I TRANSITIONAL LIVING FACILITY, INC.

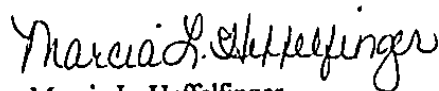
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for filing,
together with a copy of the letter received from Doris McDuffie.

Please furnish this office with a certificate of incorporation.

Your prompt attention to this matter will be appreciated.

Sincerely yours,



Marcia L. Heffelfinger
Legal Assistant to David N. Sowerby, Esquire

/mlh
Enclosure

ARTICLES OF INCORPORATION
OF
P.H.A.S.E. I TRANSITIONAL LIVING FACILITY, INC.

FILED

96 APR 24 PM 12:48

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

I, the undersigned natural person, CURTIS POLAND, acting as incorporator of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME AND ADDRESS

The name of the corporation shall be

P.H.A.S.E. I TRANSITIONAL LIVING FACILITY, INC.

The corporation's mailing address shall be:

3425 South U.S. 1
Fort Pierce, Florida 34982

ARTICLE II
PURPOSES

The purposes and objectives of the corporation as authorized under Chapter 617 of the Florida Statutes are to provided care, room and board, training and other assistance to homeless individuals, with an emphasis on homeless veterans, and individuals who have been incarcerated or institutionalized so as to facilitate their transition into society. Such purposes and objectives shall be achieved as follows:

A. Through the operation of a transitional living facility to provide a secured environment and an environment which is conducive to teaching the individuals the necessary essentials required to attain financial independence.

B. To provide job training and internship programs to the individuals who qualify for assistance under the corporation's program.

C. To provide educational opportunities and educational referral services for the individuals who qualify for assistance under the corporation's program.

D. To provide drug rehabilitation and referral services to the individuals who qualify for assistance under the corporation's program.

E. To provide permanent housing placement services to those individuals who qualify for assistance under the corporation's program.

F. To stimulate public awareness of the need for effective programs and facilities to deal with the problems and needs of the homeless and those individuals entering society after a period of incarceration and/or being institutionalized.

G. To receive and administer funds for the aforesaid purposes.

H. To acquire, collect, receive and hold, by gift, bequest, devise, grant or purchase real and personal property of every kind, nature and description and wherever situate and to use and dispose of the same for the purposes of the corporation; to borrow money from time to time for the purposes of the corporation and to secure the same by its note or notes and bond or bonds and by mortgage on the whole or on part of its property; to lease, sell, convey, grant, assign, transfer, alien and dispose of any real or personal property of the corporation; and to exercise any and all lawful corporate powers necessary or proper to the carrying out of the above enumerated powers and to effect the purposes and objects of this corporation.

ARTICLE III

MEMBERSHIP

Membership in the corporation shall include all persons and entities who are hereafter received in and/or elected to membership as provided in the Bylaws of the corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

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

3425 South U.S. 1
Fort Pierce, Florida 34982

The name of the initial registered agent at such office is:

CURTIS POLAND

ARTICLE V

INCORPORATORS

The name and residence of the incorporator of the corporation is as follows:

CURTIS POLAND
3425 South U.S. 1
Fort Pierce, Florida 34982

ARTICLE VI
DIRECTORS

The number of persons to serve on the Board of Directors shall never be less than three but shall otherwise be set by the Bylaws of the corporation. The names and addresses of the directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

CURTIS POLAND
18640 S.W. 296th Street
Homestead, FL 33030

GILBERT MARK POLAND
18640 S.W. 296th Street
Homestead, FL 33030

NORMA POLAND
18640 S.W. 296th Street
Homestead, FL 33030

At the first annual meeting, the members shall elect the directors for a term of as established in the Bylaws. Thereafter, directors will be elected in the manner set forth in the Bylaws. A director must be a member of the corporation.

ARTICLE VII
OFFICERS

The affairs of the corporation are to be managed by an Executive Director (who shall be the Chief Executive Officer), a Program Director (who shall assist the Executive Director and shall carry on the duties of the Executive Director in the absence of the Executive Director), a Secretary and a Treasurer. Officers will be elected annually in the manner set forth in the Bylaws.

ARTICLE VIII
BYLAWS

Bylaws regulating operation of the corporation shall be adopted. The Bylaws may be amended by the first Board of Directors until the first annual meeting of the Association. Thereafter, the Bylaws shall be amended in the manner set forth in the Bylaws.

ARTICLE IX

EARNINGS/ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law); or (b) a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE X

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying and making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of this corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be used or distributed subject to the Order of the Circuit Court of the State of Florida as provided by law exclusively for the purposes within those set forth in Article II of these Articles and within the intendment of §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, I, the undersigned, being the incorporator of this corporation, have for the purpose of forming this non-profit corporation under the laws of the State of Florida, executed these Articles of Incorporation, on this 3rd day of April, 1996.

Curtis Poland
CURTIS POLAND, Incorporator

STATE OF FLORIDA

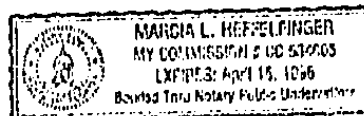
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned officer, authorized to take oaths and acknowledgments, personally appeared CURTIS POLAND, who is personally known to me and after being first duly sworn, acknowledged to me that he is the person described in and who executed the foregoing Articles of Incorporation and that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal, this 3rd day of April, 1996.

(NOTARY SEAL)

Marcia L. Heffelfinger
Notary Public
STATE OF FLORIDA AT LARGE
My Commission Expires:



FILED

ACCEPTANCE OF REGISTERED AGENT

96 APR 24 PM 12:40

SECRETARY OF STATE
Tallahassee, Florida

Having been named to accept service of process for the above stated corporation at the place designated in the foregoing Articles of Incorporation, I, CURTIS POLAND, hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated, this 24 day of April, 1996.


CURTIS POLAND, Registered Agent