

N96000003482

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2600  
904-22-0390 FAX

800-342-8086



PREMIER FIRM  
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 989150 7111399

AUTHORIZATION :

*Patricia Pizzuti*

COST LIMIT : \$ 70.00

ORDER DATE : June 17, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 989150

CUSTOMER NO: 7111399

800001880458

CUSTOMER: Ms. Kathleen G Holmes  
MS. KATHLEEN G. HOLMES

6479 Heather Lane

Pinellas Park, FL 34664

DOMESTIC FILING

NAME: PARTNERS FOR LIVING INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

*ag*  
*7/1/96*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUL -1 PM 3:32

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DIVISION OF CORPORATIONS  
96 JUL -1 PM 3:32

ARTICLES OF INCORPORATION  
OF

PARTNERS FOR LIVING INC.  
A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following.

ARTICLE I.

The name of the corporation shall be:

**PARTNERS FOR LIVING INC.**

The current address of the principal office of this corporation shall be 6479 Heather Lane, Pinellas Park, FL 33781, and the mailing address of the corporation shall be the same.

ARTICLE II

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to provide Partial Hospitalization Services to clients having a diagnosed Mental Illness with a secondary diagnosis of HIV/AIDS.

Although the program is available to all those affected by these disorders, emphasis will be directed toward the unique problems and needs of minority populations.

#### ARTICLE III

The manner in which the directors are to be elected or appointed is as stated in the by-laws.

#### ARTICLE IV

The name and address of the incorporator of these Articles is Kathleen G. Holmes, 6479 Heather Lane, Pinellas Park, FL 33781.

#### ARTICLE V

This corporation is to exist perpetually.

#### ARTICLE VI

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three directors, initially. The name and street addresses of the initial members of the Board of Directors are:

Kathleen G. Holmes

6479 Heather Lane  
Pinellas Park, FL 33781

Kim C. Petersen

3811 N. Oak Drive, E72  
Tampa, FL 33611

Tony Roberson

3201 2nd Street N  
St. Petersburg, FL  
33704

#### ARTICLE VII

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has hereunto set their hand and seal.

Date: 6/21/96

By: Kathleen G. Holmes

Incorporator

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DIVISION OF CORPORATIONS

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ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida Corporation  
authorized to transact business in this State, having a  
business office identical with the registered office of the  
corporation named above and having been designated as the  
Registered Agent in the above and foregoing Articles, is  
familiar with and accepts the obligations of the position  
of Registered Agent under Section 607.0505, Florida  
Statutes

Corporation Service Company

By: Wm. A. Reed  
Its Agent

# N960000003482

PARTNERS FOR LIVING, INC.

c/o 6479 Heather Lane  
Pinellas Park, FL 33781

6479 Heather Lane  
Pinellas Park, FL 33781  
November 20, 1996  
re: Document # N96000003482

Division of Corporations  
Department of State  
409 E. Gaines St.  
Tallahassee, FL 32399  
To Whom It may Concern:

100000012811--1  
-11/22/96--01095--003  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Enclosed please find 3 Amendments to the Articles of Incorporation for *Partners for Living, Inc.*, recently filed with the State of Florida on July 1, 1996. The assigned Document Number was N96000003482, Account Number 072100000032, Letter #096A00032421.

We are filing the amendments at the direction of the Internal Revenue Service, which has stated the necessity of doing so to be in compliance with our 501(c)(3) application. It is necessary that we send the IRS a certified filed copy no later than November 30, 1996 for this reason, we are seeking to expedite the filing approval process by sending this correspondence by Federal Express with prepaid return.

These Amendments were approved by a quorum of Director/Members at our monthly meeting on November 19, 1996.. Two Members (Kim Petersen, CEO and Tony Roberson, Director) were absent from the meeting. There are no "issued shares" so no vote was due by shareholders. One original Director, Keith Roscoe, has resigned his position effective August, 1996 and has not as yet been replaced.

Enclosed please find a check in the amount of \$35 to cover the cost of filing the amendments.

Thank you for your prompt attention to this matter; we are most appreciative of your efforts on behalf of our non-profit organization.

Yours truly,

*Kathleen G. Holmes*

Kathleen G. Holmes  
VP/Treasurer, Incorporator  
Partners for Living, PHP

*CW*  
*N96000003482*  
*Account*  
*11-22-96*

APPROVED  
AND  
FILED

NOV 22 AM 9:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

AMENDMENT ARTICLES TO ARTICLES OF INCORPORATION  
PARTNERS FOR LIVING, INC.

**ARTICLE 1 :** Said Corporation (PARTNERS FOR LIVING, INC.) is organized exclusively for Charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (Or any Corresponding section of any Federal Tax Code).

**ARTICLE 2:** No part of the net earnings of the Corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(C)(3) purposes: no substantial part of the activities of the corporation/organization shall be the carrying on of Propaganda or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/ organization exempt from Federal income tax under section 501(c)(30) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code) or (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code ).

**ARTICLE 3:** Upon dissolution of this corporation/organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal Government, or to a state or local government for a public purpose.

These Articles of Amendment are hereby formally approved and adopted by the undersigned corporation director/ members who constitute a quorum representation at the Corporate Meeting held on

19 November, 1996.

\_\_\_\_\_  
Kim C.Petersen, CEO

Kathleen G. Holmes  
Kathleen G. Holmes, VP/Treas.

Cereather K. Monroe  
Cereather K. Monroe, Sec.

Bernard Holmes  
Bernard Holmes, Director

Linda S. Stewart  
Linda S. Stewart, Director

\_\_\_\_\_  
Tony Roberson, Director

SECRETARY  
TALLAHASSEE  
FLORIDA

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APPROVED  
AND  
FILED