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MARY B. STEDDOM, P. A.
ATTORNEY AT LAW

1701 S. E. FORT KING STREET
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January 12, 1998

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: Act II Complex, Inc.

000002399850--3
-01/14/98--01066--006
*****70.00 *****70.00

Gentlemen:

You will please find enclosed Articles of Incorporation for the above referenced corporation. Also enclosed is check in the amount of \$70.00 to cover the filing fees, and registered agent designation fee.

Your assistance in this matter is greatly appreciated.

Yours very truly,

Mary B. Steddom
Mary B. Steddom

MBS:le
Enclosure

~~W98-1045~~

Dmc
1-15-98

~~789, 509, 2550~~

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1998

MARY B. STEDDOM
ATTORNEY AT LAW
1701 SE FORT KING STREET
OCALA, FL 34471

SUBJECT: ACT II COMPLEX, INC.
Ref. Number: W98000001045

We have received your document for ACT II COMPLEX, 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 of the entity must be identical throughout the document.

Please return the original and one copy of 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 (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 998A00002380

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ACT II COMPLEX, INC.

(A Corporation Not For Profit)

We, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Name

NAME: The name of this corporation is ACT II COMPLEX, INC.

ARTICLE II

Term of Existence

DURATION: This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purpose

PURPOSE: This corporation is organized for the purpose of providing counseling services to those recovering from alcohol addiction and other substance abuse addictions; to provide housing for individuals recovering from addictions; and to provide other related services.

ARTICLE IV

Qualification of Members

Membership of this corporation shall be open to all residents of Marion County, Florida.

ARTICLE V

Location

PRINCIPAL PLACE OF BUSINESS: The principal place of business of this corporation shall be 50-D N.E. 49th Street, Ocala, Florida 34479.

ARTICLE VI

Subscribers

The names and addresses of the persons signing these

Articles of Incorporation are:

Mary B. Steddom
1701 S.E. Ft. King Street
Ocala, Florida 34471

Elizabeth Wallace
1041 N.E. 20th Avenue
Ocala, Florida 34470

Joe Tyler
860 S.E. 80th Street
Ocala, Florida 34480

Price Oden
50-D N.E. 49th Street
Ocala, Florida 34479

Diane MacDonald
2450 S.W. 38th Ave., Lot 74
Ocala, Florida 34474

Warren Holzhauser
320 Bahia Circle
Ocala, Florida 34472

ARTICLE VII

Officers

Section 1. The officers of the corporation shall be a President, Vice president, Secretary and Treasurer.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board are:

Price Oden, President
50-D N.E. 49th Street
Ocala, Florida 34479

Diane MacDonald, Vice Pres.
2450 S.W. 38th Ave., Lot 74
Ocala, Florida 34474

Mary B. Steddom, Sec/Treas
1701 S.E. Ft. King Street
Ocala, Florida 34471

Section 3. The officers shall be elected at the annual meeting to be held in January of each year, by a vote of the majority of the Board of Directors present at the meeting, or as provided in the by-laws.

ARTICLE VIII

Board of Directors

Section 1. The affairs of the corporation are to be managed by the Board of Directors. This corporation shall have five board members initially. The number of board members may be increased from time to time by the by-laws, but shall never have less than five (5) or more than nine (9) members.

Section 2. Members of the Board shall be elected and hold office in accordance with the by-laws.

Section 3. The names and addresses of the initial board who will serve until the first meeting are:

Mary B. Steddom
1701 S.E. Ft. King Street
Ocala, Florida 34471

Elizabeth Wallace
1041 N.E. 20th Avenue
Ocala, Florida 34470

Joe Tyler
860 S.E. 80th Street
Ocala, Florida 34480

Diane MacDonald
2450 S.W. 38th Ave., Lot 74
Ocala, Florida 34474

Price Oden
50-D N.E. 49th Street
Ocala, Florida 34479

Warren Holzhauser
320 Bahia Circle
Ocala, Florida 34472

ARTICLE IX

By-Laws

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

Section 2. Upon proper notice, the by-laws may be amended, altered, or rescinded by a majority vote of those members of the board of directors present at any regular meeting or at any special meeting called for that purpose.

ARTICLE X

Amendment

Amendments to the Articles of Incorporation may be proposed by any two members of the Board of Directors and may be adopted upon a two thirds (2/3) vote of those members of the Board of Directors present and voting at any regular meeting or at any special meeting called for that purpose.

ARTICLE XI

Property

In order to promote the purposes of this corporation, it may acquire property by gift, grant, purchase, devise or bequest,

and hold and dispose of such property as the corporation shall require for the benefit of the recipients of its services, and not for pecuniary profit.

ARTICLE XII

Not for Profit

No part of the income or assets of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers 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 in Article II hereof. No substantial 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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (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 Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law).

ARTICLE XIII

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions 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 the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Advisory Board shall determine. Any such assets not so disposed of shall be disposed of 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 or organizations as the said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 6th day of

January, 1998.

Paul P. Oden

Deanne S. Macdonald

Joseph H. Zeller

Warren Holzhausen

Elizabeth P. Walker

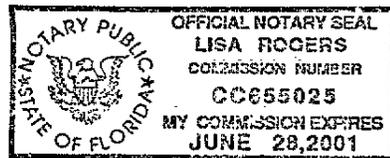
Mary B. Stinson

STATE OF FLORIDA

COUNTY OF MARION

BEFORE ME, the undersigned officer, appeared PRICE ODEN,
who is personally known to me, or who produced known
as identification, and who executed the foregoing Articles of
Corporation and acknowledged before me that he executed the same
for the purposes therein set forth on this 6th day of
January, 1998.

Lisa Rogers
Notary Public



FILED

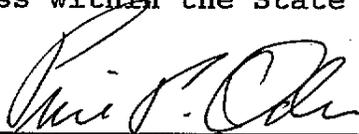
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE
FOLLOWING IS SUBMITTED:

That ACT II COMPLEX, INC. desiring to
organize or qualify under the laws of the State of Florida with its
principal place of business at Ocala, State of Florida, has named
PRICE ODEN, 50-D N.E. 49th Street, Ocala, Florida 34479, as its
agent to accept service of process within the State of Florida.



(Signature of Corporate Officer)

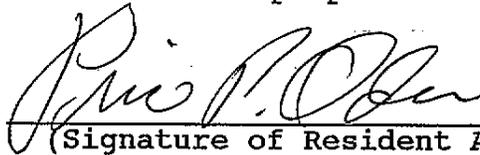
President

(Title)

1-6-98

(Date)

Having been named to accept service of process for the above stated
corporation, at the placed designated in this certificate, I hereby
agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper and complete
performance of my duties.



(Signature of Resident Agent)

1-6-98

(Date)