

RYAN AND MARKS

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VIA FEDEX

Attorneys' Title Insurance Fund, Inc.
ATTENTION: Corporate Division
660 E. Jefferson Street, Suite 200
Tallahassee, FL 32301

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-02/13/98--01035--004
****122.50 ****122.50

Re: Ryan and Marks File No. GP-2745
Parental Homes, Inc., a Florida Corporation Not for Profit

Dear Ladies and Gentlemen:

This corporation is needed to complete a closing scheduled for Friday, February 13, 1998, at 4:00 P.M. Therefore, if at all possible, please achieve a filing of this corporation as early as possible on Friday and advise me by telephone or fax of your results. We previously received telephonic advice from the Secretary of State that the name "Parental Homes, Inc." is not being used.

We are most appreciative of your help in this matter. Many thanks!

Sincerely,

RYAN AND MARKS

William B. Ryan, Jr.

RECEIVED

98 FEB 13 PM 1:25
WBR:mt
Enclosure
DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 FEB 13 PM 1:25

FILED

7/13/98

**ARTICLES OF INCORPORATION
OF
PARENTAL HOMES, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED
98 FEB 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE: This is the incorporation of a previously existing unincorporated inter-religious body. For brevity, this entity will be referred to in these Articles as the "Corporation". This Corporation is being incorporated under the provisions of Florida Statutes, Chapter 617.

ARTICLE I
NAME

The name of the Corporation is Parental Homes, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial principal office of the Corporation is 2235 Parental Home Road, Jacksonville, Florida 32216. The mailing address of the Corporation is 2235 Parental Home Road, Jacksonville, Florida 32216.

ARTICLE III
PURPOSES

The Corporation exists primarily for the purpose of owning and managing group homes for persons having a handicap.

ARTICLE IV
DIRECTORS

Directors are to be elected or appointed as stated in the By-laws.

ARTICLE V
POWERS

The Corporation will have all powers provided by Florida law and by any other jurisdiction necessary to perform its purposes.

ARTICLE VI
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the Corporation's initial registered office is 5221 Mann Manor Lane, Jacksonville, FL 32210, and the name of its initial Registered Agent at that address is Carolyn Stockwell.

ARTICLE VII
INCORPORATORS

The name and address of the natural persons who are the incorporators for the Corporation is as follows:

Carolyn Stockwell
Kenneth C. Stockwell
5221 Mann Manor Lane
Jacksonville, FL 32210

ARTICLE VIII
MEMBERSHIP

Carolyn Stockwell and Kenneth C. Stockwell are the initial members of this Corporation. Additional members may be admitted as provided in the By-laws.

ARTICLE IX
INTERNAL REVENUE STATUS AND
DISPOSITION OF ASSETS UPON DISSOLUTION OR FINAL LIQUIDATION

9.1 The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

9.2 Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax law under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

9.3 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is

then located, exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the 12 day of February, 1998.

Carolyn M. Stockwell
Carolyn M. Stockwell
Carolyn M. Stockwell

Kenneth C. Stockwell
Kenneth C. Stockwell
Kenneth C. Stockwell

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, Carolyn M. Stockwell, having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, hereby agrees to act in this capacity and to comply with the provisions of all Statutes relating to the proper and complete performance of these duties.

Carolyn M. Stockwell
Carolyn M. Stockwell
Carolyn M. Stockwell

FILED
98 FEB 13 PM 1:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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