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AKPODIETE LAW GROUP, P.A.

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CHIEF DR. EKUOGBE AKPODIETE (1924 - 1995) *
ALEXANDER O. EKUO AKPODIETE
ENI EKUO AKPODIETE *
FRANCISCA N. IBEZIM +**
GORDIE A. DANIELS +***
O. EUGENE OTUONYE +****
SUNNY WOKEM (1998) +*

Other affiliated offices
U.S.A. (NEW YORK, WASHINGTON, HOUSTON, BOSTON)
NIGERIA (LAGOS, PORT HARCOURT, UGHELLI)

* LICENSED TO PRACTICE IN NIGERIA
** LICENSED TO PRACTICE IN TEXAS, U.S.A.
*** LICENSED TO PRACTICE IN BOSTON, U.S.A.
**** LICENSED TO PRACTICE IN NIGERIA AND JAMAICA
+ Of Counsel

Please reply to Miami office

August 19, 1999

Secretary of State
George Firestone Building
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

70000029981437--4
-09/20/99-01119-001
*****35.00 *****35.00

Re: COMMUNITY RESOURCE AND TRANSITION CENTERS
Our File No. 2152.03

Dear Sir\Madam:

Enclosed for filing is the original and one (1) copy of the Amended Articles of Incorporation for the above-named corporation. Also enclosed is a money order in the amount of \$35.00 covering your fee for amendment. A previous application and fee were submitted, but we are re-submitting the fee in an abundance of caution, along with your prior letter. Please return to the undersigned a certified copy of these articles as soon as they are filed.

Your expeditious attention to this matter will be greatly appreciated. If you have any questions or comments, please do not hesitate to contact me. With kind regards, I am

Cordially,

ALEXANDER O. AKPODIETE, ESQ.
For the Firm

Enclosures

C:\WORK\OPEN\2152.03\L-DIVISIO.02\August 19, 1999

T. LEWIS OCT 6 1999

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Please reply to Miami office

October 2, 1999

Secretary of State
George Firestone Building
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: COMMUNITY RESOURCE AND TRANSITION CENTERS
Our File No. 2152.03

Dear Sir/Madam:

In response to your letter dated September 24, 1999, enclosed for filing is the corrected Amended Articles of Incorporation for the above-named corporation, along with a copy of said letter. You already have the money order in the amount of \$35.00 covering your fee for amendment.

Your expeditious attention to this matter will be greatly appreciated. If you have any questions or comments, please do not hesitate to contact me. With kind regards, I am

Cordially,

ALEXANDER O. AKPODIETE, ESQ.

For the Firm

Enclosures

cc: Mr. Michael Ibezim

C:\WORK\OPEN\2152.03\L-DIVISIO.03\October 2, 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 24, 1999

ALEXANDER O. AKPODIETE, ESQ.
AKPODIETE LAW GROUP, P.A.
28 W. FLAGLER STREET, 11TH FLOOR
MIAMI, FL 33130-1890

SUBJECT: COMMUNITY RESOURCE AND TRANSITION CENTERS, INC.
Ref. Number: N98000001128

We have received your document for COMMUNITY RESOURCE AND TRANSITION CENTERS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please delete the word CONSTITUTION, from the heading of the document. The corporation Constitution is not required to be filed with this office.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The fee for a certified copy is \$8.75 for the first 8 pages of the document and \$1 per page for each additional page, not to exceed \$52.50. A certificate of status is \$8.75.

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 (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 099A00046808

RECEIVED
99 OCT -6 AM 7:34
DIVISION OF CORPORATIONS

AMENDED ARTICLES OF INCORPORATION

OF

COMMUNITY RESOURCE AND TRANSITION CENTERS, INC.

FILED
99 OCT -6 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a not for profit (non-profit) corporation under Florida Statute, Chapter 617, and other applicable provisions of the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **COMMUNITY RESOURCE AND TRANSITION CENTER, INC.** and the address of the corporation shall be 8362 Pines Blvd., Suite 422, Pembroke Pines, Florida 33024.

ARTICLE II

This corporation is formed for the primary purpose of (a) substance abuse treatment for private individuals and prison inmates, (b) assisting inmates in transition from prison life to life in the outside community, (c) serving as a support system to substance abuse treatment centers and transition programs in the area of training and directing of clinicians, (d) and any business voted by the Board of Directors and permitted under the law of the state of Florida for a non-profit corporation of this nature.

Amended Articles of Incorporation
Community Resource and Transition Centers
Page 2

ARTICLE III

This corporation shall commence its existence effective as of January 1, 1998, and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE IV

The registered office of this corporation shall be 28 West Flagler Street, 11th Floor, Miami, Florida 33130-1890 with the privilege of having its offices and branches at other places within or without the State of Florida. The registered agent at that address shall be ALEXANDER O. AKPODIETE, ESQ.

ARTICLE V

The corporation shall be governed and controlled by a board of directors with at least 3 and a maximum of 11 members who shall oversee the operation of the corporation and review the finances of the corporation. The board of directors shall have authority to hire and terminate the officers. They shall also set and approve the salary and compensations of the officers of the corporations. The board of directors shall be a combination of community leaders appointed by Mayor of Broward County or other elected official. Only a maximum of one person can be an officer of the corporation and also be a member of the board of directors.

The names and addresses of the Directors of the corporation, who shall hold office until his and her successors are duly appointed or elected and qualified, shall be :

- (1). Michael Ibezim, 2213 SW. 80th Terrace, Miramar, Florida 33023;
- (2). Alexander O. Akpodiete, Esq., 28 West Flagler Street, 11th Floor, Miami, Florida 33130;
- (3). Sadiq Abubakar Abdullahi, 7637 Embassy Blvd., Miramar, Florida 33023;
- (4) Rita Ojo, 2213 SW. 80th Terrace, Miramar, Florida 33023;
- (5) Hope Onye, 213 SW. 80th Terrace, Miramar, Florida 33023.

ARTICLE VI

The corporation shall have the following offices: Chairman and CEO, Treasurer, Secretary, and Vice President. The names and addresses of the officers of the corporation, who shall hold office until his and her successors are duly appointed or elected and qualified, shall be :

- (1). **CHAIRMAN & CEO:** Michael Ibezim, 2213 SW. 80th Terrace, Miramar, Florida 33023;
- (2). **TREASURER:** Emeka Odunze, Esq., 7000 Regency Square, # 245, Houston, Texas 77036;
- (3) **VICE PRESIDENT & SECRETARY:** Rita Ojo, 2213 SW. 80th Terrace, Miramar, Florida 33023.

No director or officer shall serve for more than ten consecutive years in any position. No director shall be compensated in his/her capacity as a director. Nonetheless, a director may be an officer and be compensated in his/her capacity as an officer of the corporation.

ARTICLE VII

The name and address of the incorporators are: Michael Ibezim, 2213 SW. 80th Terrace, Miramar, Florida 33023; Rita Ojo, 2213 SW. 80th Terrace, Miramar, Florida 33023.

ARTICLE VIII

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be effected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation. Any Trustee individually, or any firm of which any Trustee may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors of a majority thereof, and any Trustee of this corporation who is also a Trustee or an officer of such other

corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Trustee or officer of such other corporation, or not so interested.

ARTICLE IX

The private property of the officers and Directors shall not be subject to payment of the corporate debts in any event.

ARTICLE X

This corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law, either now or hereafter.

ARTICLE XI

This corporation shall not have any by-laws.

ARTICLE XII

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax Code).

ARTICLE XIII

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax Code) or shall be distributed to the Federal, State, or Local Government for a public purpose.

ARTICLE XIV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, 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 section 501(c)(3) purposes. 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 statement) any political campaign on behalf of, or in opposition to, any candidate for public office.

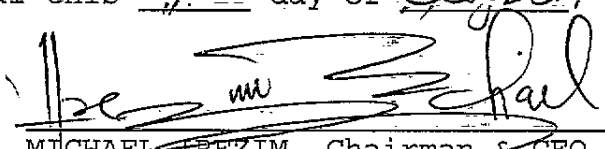
Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from income taxes under


section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future Federal tax Code).

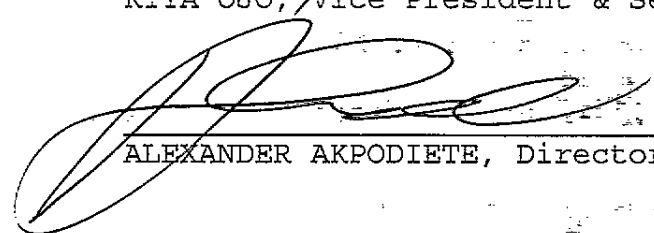
ARTICLE XV

The corporation is not a membership organization. As a result, No members are entitled to vote on a proposed amendment. This entire amendment to the Articles of Incorporation was adopted by the board of directors on August 5, 1999.

IN WITNESS WHEREOF, WE, the undersigned, being the Directors and Officers, amend the Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 1st day of October, 1999.


MICHAEL IBEZIM, Chairman & CEO


RITA OJO, Vice President & Secretary

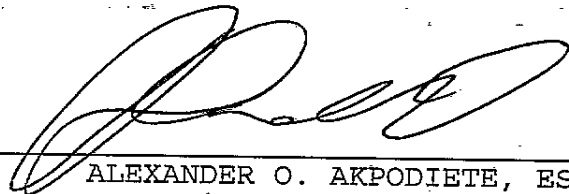

ALEXANDER AKPODIETE, Director

**CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE
NAMING AGENT UPON WHICH PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First, that COMMUNITY RESOURCE AND TRANSITION CENTERS, INC., desiring to organize under the laws of the State of Florida, has named ALEXANDER O. AKPODIETE, ESQ., 28 West Flagler Street, 11th Floor, Miami, Florida 33130, County of Miami-Dade, State of Florida, as its statutory Registered Agent.

Having been named the statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open, and I accept the obligations of Section 607.325, F.S.



ALEXANDER O. AKPODIETE, ESQ.
Registered Agent

DATED this 1st day of October, 1999.