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WILLIAM F. POOLE, IV, P.A.
ATTORNEYS AND COUNSELORS AT LAW

WILLIAM (FRED) POOLE, IV
Corporate and Business Law

July 16, 1998

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Secretary of State
Division of Corporation
The Capitol
Tallahassee, Florida 32399

RE: TRANSITIONAL SAFE HOUSES, INC.
Our file #: 98-063

Dear Sir or Madam:

Enclosed please find two copies of Articles of Incorporation and Registered Agent's Certificate for a new Florida corporation now being formed --

TRANSITIONAL SAFE HOUSES, INC.

Also enclosed please find our check in the amount of \$122.50. This check includes payment for the following:

Filing Fee	\$35.00	700002593697--5
Registered Agent's Designation	35.00	-07/21/98--01019--005
Certified Copy of Articles	<u>52.50</u>	***122.50 ***122.50

TOTAL \$ 122.50

Please send the certified copy of Articles, along with the duplicate Registered Agent's Certificate, back to the undersigned. We are not requesting a certified copy of the Registered Agent's Certificate.

Your cooperation in this matter is appreciated.

Sincerely,

Zayne Kennedy

Zayne Kennedy, Asst. to
William F. Poole, IV, Esq.
WILLIAM F. POOLE, IV, P.A.

/zlk
Enclosures

FILED
98 JUL 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 7/23/98

**ARTICLES OF INCORPORATION
OF
TRANSITIONAL SAFE HOUSES, INC.
FLORIDA NONPROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is **TRANSITIONAL SAFE HOUSES, INC.**

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized pursuant to the Florida Corporation Not For Profit act as set forth in Section 617, Florida Statutes and said corporation shall have all corporate powers as set forth in Florida Statutes 617.0302 and 617.0303.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

(a) For the advancement of charity, education, and any other related or corresponding charitable purposes by the distribution of its and/or providing of services for or facilities for such purposes, including but not limited to the providing of shelter for homeless persons on a temporary basis and to help, consult, and provide guidance so that these persons may become productive members of society.

(b) To operate exclusively in any other manner for such scientific, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt

organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation is to be at 5002 Karl Lane, Orlando, FL 32808. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of Directors, at which time an election of Directors shall be held.

(b) The Method of Electing Directors. Directors may be nominated by any Director or Officer of the Corporation and shall be elected upon said nominated person receiving a majority of votes of the Directors. Annual meetings of the Board of Directors shall be held during the month of January of each year at such places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME

ADDRESS

Beth Lyons

3503 Finch Street
Orlando, FL 32803

Maureen Reynolds

5916 Lemos Court
Orlando, FL 32808

Bob L. Sullivan

4853 Indiatlantic Drive
Orlando, FL 32808

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 distribution in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation, publishing or distribution of statements any political campaign on behalf of any candidate for public office.

(c) 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 State 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 United Stated Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liability 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, education, 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 board of Directors shall determine. 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 corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The membership of this Corporation shall not have members unless it is determined by a vote of the Board of Directors that members of the Corporation would be advisable and if so, the manner of their admission shall be regulated by the By-Laws, as amended by the Board of Directors, but in no event shall members have voting rights.

ARTICLE X

INCORPORATOR

The name and address of the incorporator for this corporation shall be:

William F. Poole, IV, P.A.

200 E. Robinson St., Suite 1180
Orlando, Florida 32801

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the Board of Directors, By-Laws of this corporation may be

made, altered, rescinded, added to, or new By-Laws may be adopted by a resolution of the Board of Directors.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

INDEMNIFICATION

The corporation shall indemnify the officers and directors for all actions undertaken by them in the furtherance of the objects and purposes of the corporation to the extent permitted by law.

ARTICLE XIV

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 200 E. Robinson St., Suite 1180, Orlando, Florida 32801 and the name of its registered agent at said address shall be William F. Poole, IV, Esquire.

ARTICLE XV

AMENDMENT TO ARTICLES

Amendment to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in manner set forth in the By-Laws of this corporation.

The undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 17th day of July, 1998


William F. Poole, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this nonprofit corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



William F. Poole, IV, Esquire
Registered Agent

FILED
98 JUL 21 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA