

WENDELL FINNER  
LAW OFFICES

Admitted in Florida, Maryland, Virginia,  
and the District of Columbia

Of Counsel to Leitess, Leitess & Friedberg, P.C.  
Baltimore, MD • Alexandria, VA

N980000006198  
October 27, 1998

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

900002675469--8  
-10/29/98--01035--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*Re: Homeless Solutions, Inc.*

Ladies and Gentlemen:

Enclosed for filing is an original and duplicate Articles of Incorporation for the above-referenced nonprofit corporation, together with my trust account check for \$78.75. Please return a certificate of status to me at the address below. Please call me toll-free at 1-888-371-0019 with any questions. Thank you for your help.

Very truly yours,

  
Wendell Finner

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 29 AM 8:32

R. Finner OCT 29 1998

**ARTICLES OF INCORPORATION  
OF  
HOMELESS SOLUTIONS, INC.**

FILED  
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**ARTICLE I.  
Name, Seal And Offices.**

Section 1. Name. The name of this corporation is and shall be: Homeless Solutions, Inc.

Section 2. Seal. The seal of the corporation shall be circular in form and shall bear on its outer edge the words "Homeless Solutions, Inc."

Section 3. Offices. The principal office of the corporation shall be at 14444 Beach Boulevard, Suite 18-315, Jacksonville, Florida 32250. The corporation may also have offices at such places as the Board of Trustees may from time to time appoint or the purpose of the corporation may require.

**ARTICLE II.  
Statement Of Corporation Nature.**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to Chapter 617 of the Florida Statutes.

This corporation is organized under a non-stock basis.

**ARTICLE III.  
Purposes.**

Section 1. The provision of housing, training and job placement, and associated services including food, education, medical care, and counseling to homeless, indigent, alcoholic, addicted or unfortunate persons.

Section 2. In general, to do any and all acts and things, and to exercise any and all powers which it may now or hereafter be lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Section 3. The purposes for which the Corporations is organized shall be confined to those which are strictly educational and charitable.

Section 4. The Corporation shall not engage nor shall any of its funds, property, or income be used in carrying on propaganda or otherwise attempting to influence legislation, nor shall

the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

#### **ARTICLE IV.**

##### **Term.**

This corporation shall have a perpetual existence unless dissolved according to law.

#### **ARTICLE V.**

##### **Membership.**

The sole class of members of this corporation shall be its trustees and such other persons of moral character who may become members by a 2/3 vote of the existing membership.

The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### **ARTICLE VI.**

##### **Incorporator.**

The name and address of the Incorporator of these Articles of Incorporation is:

William C. Fotheringham      200 Executive Way  
Ponte Vedra Beach, Florida 32082

#### **ARTICLE VII.**

##### **Powers.**

The corporation shall have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

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

Notwithstanding any other provision 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 under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### **ARTICLE VIII.**

##### **Registered Agent.**

The street address of the initial registered office shall be 200 Executive Way, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of the corporation at that address is William C. Fotheringham.

#### **ARTICLE IX.**

##### **Management Of Corporate Affairs.**

Section 1. Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of trustees of the corporation shall be not less than three. Initially, the Board of Trustees shall consist of three members, provided however, that such number may be changed (but in no event to a number less than three) by a bylaw duly adopted by the members.

The trustees named herein as the first Board of Trustees shall hold office until their successors are duly elected and qualified.

Annual meetings shall be held each year at the principal office of the corporation, or at such other place or places as the Board of Trustees may designate from time to time by resolution. The trustees shall be elected at each annual meeting of the members. Each trustee shall hold office for one (1) year and until his successor is elected, qualified, or until his death, resignation or removal. Trustees may be re-elected to serve more than one term in office.

Any action required or permitted to be taken by the Board of Trustees 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 trustees. 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 Trustees without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the trustee to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the Board of Trustees are as follows:

William C. Fotheringham 200 Executive Way Ponte Vedra Beach, FL 32082	William Rotchford 58 Jefferson Street Ponte Vedra Beach, FL 32082	Wendell Finner 217 Ponte Vedra Park Drive, Suite 200 Ponte Vedra Beach, FL 32082
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Section 2. Corporate Officers. The Board of Trustees shall elect the following officers: President/Chairman, Treasurer, and Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President/Chairman:	William C. Fotheringham
Secretary	Wendell Finner
Treasurer	William C. Rotchford

#### **ARTICLE X.**

##### **Bylaws.**

Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefor in the bylaws.

#### **ARTICLE XI.**

##### **Dedication Of Assets**

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

#### **ARTICLE XII.**

##### **Distribution Of Assets.**

In the event of dissolution of the corporation, the 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 codes 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 the court of competent jurisdiction, of the county in which the principal office of the corporation is then located, exclusively for such purposes.

**ARTICLE XIII.**  
**Amendment Of Articles.**

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by vote of two-thirds of a quorum of members of the corporation.

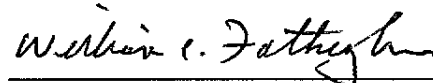
**ARTICLE XIV.**  
**Miscellaneous.**

The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the sole incorporator of this corporation, and being the subscriber to this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida has executed these Articles of Incorporation this 5<sup>th</sup> day of August, 1998.

  
\_\_\_\_\_  
William C. Fotheringham

STATE OF FLORIDA                     )

COUNTY OF ST. JOHNS               )

The foregoing instrument was acknowledged before me this 5 day of August, 1998, by **William C. Fotheringham**. [   ] who is personally known to me, or [   ] who has produced identification.



Notary Public, State of Florida at Large

Notary's Stamped or Printed Name: Linda Sue Patterson

My commission expires: Oct. 23, 1998



LINDA SUE PATTERSON  
COMMISSION # CC 415533  
EXPIRES OCT 23, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC

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

First, that Homeless Solutions, Inc, desiring to organize as a non-profit corporation under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named William C. Fotheringham, located at 200 Executive Way, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: William C. Fotheringham  
William C. Fotheringham, Registered Agent

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