

N99000000354



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 081343 81517A

AUTHORIZATION :

Patricia Pigut

COST LIMIT : \$ 78.75

ORDER DATE : December 29, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 081343-005

CUSTOMER NO: 81517A

CUSTOMER: Angel M. Garcia-oliver, Esq
FERRELL & FERTEL, P.A.
FERRELL & FERTEL, P.A.
Miami Center, Suite 1920
201 S. Biscayne Boulevard
Miami, FL 33131

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RECEIVED

98 DEC 29 AM 11:30

STATE
SECRETARY OF STATE
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: THE RECOVERY FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

2589
W98-29076

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1/20/99

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 12:49



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 12:49

December 29, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE RECOVERY FOUNDATION, INC.
Ref. Number: W98000029076

We have received your document for THE RECOVERY FOUNDATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in 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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 198A00060825

RESUBMIT
Please give original
submission date as file date.

RECEIVED
99 JAN 20 AM 10:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12/28/98

ARTICLES OF INCORPORATION

OF

THE RECOVERY FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 12:49

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: THE RECOVERY FOUNDATION, INC.
The address of the principal office of this corporation shall be 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131, and the mailing address of the corporation shall be the same.

ARTICLE II

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III

DURATION

The duration of the Corporation is perpetual.

ARTICLE IV

PURPOSES

The Corporation is organized, and shall be operated exclusively for, the following purposes:

To provide people suffering from drug abuse and addiction who are seeking help for treatment and follow up therapy but cannot afford professional treatment.

To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expand, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such

property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 4 hereof.

ARTICLE VI MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME	ADDRESS
DR. JULES TROP	1334 Monroe Street Hollywood, FL 33019

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 201 South Biscayne Boulevard, Suite 1920, Miami, Florida 33131, and the name of its initial Registered Agent at that address is Ferrell & Fertel, P.A.

ARTICLE VIII
INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide the *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

NAME	ADDRESS
DR. JULES TROP	1334 Monroe Street Hollywood, FL 33019
MILTON M. FERRELL, JR.	201 South Biscayne Boulevard Suite 1920 Miami, FL 33131
ANGEL M. GARCIA-OLIVER	201 South Biscayne Boulevard Suite 1920 Miami, FL 33131

ARTICLE IX
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees, and may be removed by the Board of Trustees, at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

NAME	ADDRESS	TITLE
DR. JULES TROP	1334 Monroe Street Hollywood, FL 33019	President
ANGEL M. GARCIA-OLIVER	201 South Biscayne Boulevard Suite 1920 Miami, FL 33131	Secretary/ Treasurer

ARTICLE X
INCORPORATORS

The name and address of each Incorporator is as follows:

NAME	ADDRESS
ANGEL M. GARCIA-OLIVER	201 South Biscayne Boulevard Suite 1920 Miami, FL 33131

ARTICLE XI
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIV
BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Trustees, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

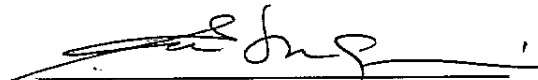
ARTICLE XV
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE XVI
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 28th day of December, 1998.


ANGEL M. GARCIA-OLIVER
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

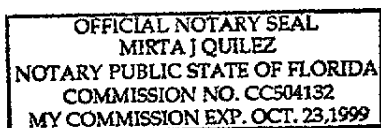
I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ANGEL M. GARCIA-OLIVER, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: (personally known), and that an oath was not taken.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of December, 1998.


Notary Public State of Florida

MIRTA J. Quilez
Printed Notary Signature

My Commission Expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 29 PM 12:49

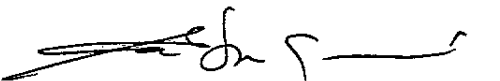
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office /Registered Agent in the State of Florida.

1. The name of the Corporation is: THE RECOVERY FOUNDATION, INC.
2. The name of the Registered Agent and address of the Registered Office is:
FERRELL & FERTEL, P.A.
201 South Biscayne Boulevard
Suite 1920
Miami, FL 33131


ANGEL M. GARCIA-OLIVER

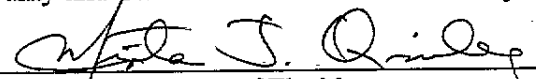
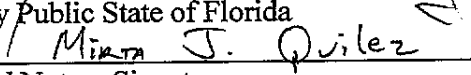
Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

FERRELL & FERTEL, P.A.

BY: 
ANGEL M. GARCIA-OLIVER
Registered Agent

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared ANGEL M. GARCIA-OLIVER, to me known to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same and that he is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of December, 1998.


Notary Public State of Florida

Printed Notary Signature

My Commission Expires:

