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Division of Corporations
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From:

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Account Number : 075350000132
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

METATHERAPY SOUTH DADE HOUSING FOR HOMELESS, INC.

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ARTICLES OF INCORPORATION
OF
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

METATHERAPY SOUTH DADE HOUSING FOR HOMELESS, INC.

(A Corporation Not For Profit)

The undersigned, desiring to form, and for the purpose of forming, a corporation not for profit pursuant to the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, as amended, hereby certifies as follows:

ARTICLE I - NAME

The name of this corporation is Metathrapy South Dade Housing for Homeless, Inc. (hereinafter the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal office and mailing address of corporation is:

27200 Old Dixie Highway
Naranja, Florida 33032

ARTICLE III - DURATION AND COMMENCEMENT

The term of the Corporation's existence shall be perpetual and shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

This instrument prepared by:
Lissette B. Ortiz, Esquire
Florida Bar No. 0987794
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 Southeast Financial Center
Miami, Florida 33131-2336
Telephone: 305-374-7580

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ARTICLE IV - PURPOSE

The purpose for which the Corporation is organized is to construct, operate and provide supportive services for transitional housing for homeless families and individuals.

ARTICLE V - QUALIFICATIONS FOR MEMBERS

The Corporation is organized upon a nonstock basis. The qualifications for members and the manner of their admission and expulsion shall be as set forth in and regulated by the By-laws of the Corporation.

**ARTICLE VI - REGISTERED
OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is:

11921 S. Dixie Highway
Suite 202
Miami, Florida 33156

and the name and address of the initial registered agent of the Corporation at such address is Kenneth Marlin.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which shall have all of the powers, rights and duties necessary for the administration of the affairs of the Corporation, including, without limitation, all of the powers, rights and duties provided in the By-laws of the Corporation as well as those conferred by the laws of the State of Florida with respect to corporations not for profit. The initial Board of Directors of the Corporation shall be comprised of three or more individuals, who shall be elected or appointed in accordance with and as provided in the By-laws of the Corporation. The number of directors may be either increased or decreased from time to time as provided in the By-Laws of the Corporation, but shall never be less than three.

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ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator are:

Name

Address

Kenneth Marlin

11921 S. Dixie Highway
Suite 202
Miami, Florida 33156

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify any officer or director, or any former officer or director of the Corporation, to the fullest extent permitted by law.

ARTICLE X - ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI - DISSOLUTION AND DISTRIBUTION

In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as determined by the Board of Directors of the Corporation.

In the event that this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1954, this corporation shall distribute its income for each taxable year


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at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto; provided, however, that any such amendment or repeal shall require the approval of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator thereof and in acceptance of his appointment as registered agent therein this 25th day of March, 1999.


Kenneth Marlin, Incorporator and Registered Agent

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