

N990000003870

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

The Place to Be, Inc

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-06/04/99--01082--007
*****78.75 *****78.75

RECEIVED
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED
1999 JUN 23 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R. Purinton JUN 24 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 4, 1999

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: THE PLACE TO BE, INC.
Ref. Number: W99000013051

We have received your document for THE PLACE TO BE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

As long as the previous corporation exists, these Articles cannot be filed. Advise your client that the other corporation must be dissolved before this one can be filed and that the letter releasing the name to the new corporation must be notarized.

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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 699A00030523

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Corrected

* File second *

**THE PLACE TO BE, INC.
419 8TH STREET
P.O. BOX 4467 (33402)
WEST PALM BEACH, FLORIDA 33401**

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Consent to Use of Corporate Name - The Place To Be, Inc. - P96000007425

Dear Sir/Madam:

Please be advised that Formerly The Place To Be, Inc., hereby consents to the use of its name upon the filing of Articles of Incorporation of The Place To Be, Inc., a Florida not for profit corporation and a Certificate of Merger merging Formerly The Place To Be, Inc., a Florida corporation, into The Place To Be, Inc., a Florida not for profit corporation, with said name to be used by the surviving not for profit corporation.

Respectfully submitted,



Nathaniel Isbell, President

Dated: 6-3-99

FILED

1999 JUN 23 PM 4: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE PLACE TO BE, INC.
(A Florida Not for Profit Corporation)**

ARTICLE I

The name of this Corporation is **THE PLACE TO BE, INC.** (hereinafter called the "Corporation").

The address of the principal office and the mailing address of the Corporation shall be:

Principal:	419 8th Street	Mailing:	P.O. Box 4467
	West Palm Beach, FL 33401		West Palm Beach, FL 33402

ARTICLE II

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE III

The Corporation is organized as a "not for profit corporation" under Chapter 617 of the Florida Statutes, and is intended to be operated for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE IV

The purpose of the Corporation is to provide shelter, nutrition and clothing to male addicts and alcoholics, and to assist them in their transition from the safe halfway house environment to independent living in the community with a continuing support system; and generally to foster and support, charitable, religious, educational, and scientific purposes, and organizations with those purposes that qualify as exempt organizations under Section 501(c)(3) of the Code.

The Corporation hereby expresses its intent to be an organization exempt from taxation under Section 501(c)(3) of the Code and to be an organization whose contributions are deductible under Sections 170, 2055, 2016(a)(2)(A) and 2522 of the Code.

ARTICLE V

The Corporation will solicit contributions from all possible sources including, but not limited to, individual, corporate and community sources.

ARTICLE VI

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law.

ARTICLE VII

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director, or officer of the Corporation, or to any 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 the purposes set forth in Article IV hereof.

(b) No part of the corporate activities shall be an attempt to influence legislation by any means, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, or engage in political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code.

(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations exempt under Section 501(c)(3) of the Code and the regulations thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Sections 170, 2055, 2106(a)(2) and 2522 of the Code.

(d) This Corporation, if it is a "private foundation" as defined in Section 509(a) of the Code at any time, shall not while it is such a private foundation:

i) Engage in any act of "self-dealing" as defined in Code Section 4941(d), which would give rise to any liability for the tax imposed by Code Section 4941(a);

ii) Retain any "excess business holdings" as defined in Code Section 4943(c), which would give rise to any liability for the tax imposed by Code Section 4943(a);

iii) Make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944(a);

iv) Make any "taxable expenditures" as defined in Code Section 4945(d), which would give rise to any liability for the tax imposed by Code Section 4945(a); and

v) Fail to make distributions in each year for the purposes specified in the Articles of Incorporation in such amounts as to avoid liability for the tax imposed by Code Section 4942(a). The references herein to designated sections of the Code shall be deemed to include any corresponding provisions of Federal tax laws at any time and from time to time in force and effect during the continuance of the Corporation.

ARTICLE VIII

In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed, as the Board of Directors shall determine, to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall qualify under Code Section 501(c)(3) of the Code. If, upon such dissolution, any assets of the Corporation are not disposed of pursuant to the foregoing provisions, any such assets shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for purposes substantially similar to this Corporation.

ARTICLE IX

The Corporation shall have no members.

ARTICLE X

The name and address of the incorporator of the Corporation is Nathaniel Isbell, 419 8th Street, West Palm Beach, Florida 33401.

ARTICLE XI

The number of persons constituting the Board of Directors shall be six (6) or more. The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws. The names and addresses of the initial Board of Directors are as follows:

Cloretta Clay	447 20th Street West Palm Beach, FL 33407
Stanley Goldwire	439 14th Street West Palm Beach, FL 33407
Jennie Grant	933 30th Street West Palm Beach, FL 33407
John Harrison Hough	7 Alnwick Road Palm Beach Gardens, FL 33418
Nathaniel Isbell	500 N. Congress Avenue, #207 West Palm Beach, FL 33401
Lila Monds	1414 9th Street West Palm Beach, FL 33401

The Directors of the Corporation shall, at all times, be limited to individuals who shall be elected as provided in the Corporation's Bylaws.

ARTICLE XII

Bylaws shall be adopted, altered, amended or repealed by a majority of the Board of Directors of the Corporation. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

ARTICLE XIII

The street address of the initial registered office of the Corporation is 419 8th Street, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is Nathaniel Isbell.

ARTICLE XIV

The affairs of the Corporation shall be managed by the President, Treasurer, Secretary, Manager, and such other officers as may from time to time be created by the Bylaws. The names of the officers and the offices they shall hold until the first election hereinafter provided for shall be:

President:	Nathaniel Isbell
Treasurer:	Jennie Grant
Secretary:	Lila Monds
Manager:	Stanley Goldwire

The officers of this corporation, as provided by the Bylaws of the Corporation, shall be elected by the Board of Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Board of Directors shall elect the regular officers of the Corporation at the annual meeting for terms of one (1) year.

ARTICLE XV

The annual meeting shall be held in accordance with the Bylaws.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of THE PLACE TO BE, INC., this 3rd day of June, 1999.

Nathaniel Isbell
Incorporator

**CONSENT OF REGISTERED AGENT
OF
THE PLACE TO BE, INC.**

The undersigned, Nathaniel Isbell, whose business address is 419 8th Street, West Palm Beach, FL 33401, hereby accepts appointment as the initial registered agent of **THE PLACE TO BE, INC.**, a Florida not for profit corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.



Nathaniel Isbell
Registered Agent

PBV566.1

FILED
1999 JUN 23 PM 4:29
CLERK
TALLAHASSEE, FLORIDA