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OF COUNSEL
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EDWARD E. WOLLMAN & ASSOCIATES, P.A.

N/99000006226
September 16, 1999

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-09/27/99-01025-001
*****78.75 *****78.75

Florida Department of State
Division of Corporations
Attention: New Filing Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for RECOVERY FROM ADDICTIONS, INC.

Dear Madam/Sirs,

I am enclosing the original and one copy of the Articles of Incorporation for the referenced entity. Also enclosed is a check for \$78.75 to cover filing fees, designation of registered agent, return of certified copy and related matters.

Please arrange for issuance of incorporation and return a certified copy of the same to my office. If additional information is needed, please do not hesitate to contact me.

Sincerely,

John G. Vega

JGV/ak

Enclosures

FILED
99 OCT 20 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10/20/99
TS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 29, 1999

VEGA, STANLEY, ZELMAN, ET AL.
2660 AIRPORT RD. S.
NAPLES, FL 34112-4899

SUBJECT: RECOVERY FROM ADDICTIONS, INC.
Ref. Number: W99000022437

We have received your document for RECOVERY FROM ADDICTIONS, 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 document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 199A00047452

**RECOVERY FROM ADDICTIONS, INC.
ARTICLES OF INCORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- Article I: Name.** The name of the Corporation shall be Recovery From Addictions, Inc.
- Article II: Principal Office.** The principal place of business and initial mailing address shall be c/o James Halikas, M.D., 2335 Tamiami Trail North, Suite 205, Naples, Florida 34103.
- Article III: Duration.** The term of existence of the corporation is perpetual; and the corporate existence will commence on the filing of these articles with the Department of State.
- Article IV: Purposes.** The specific purposes for which this corporation are organized is as follows:
- (A) **Corporate Purpose.**
- (1) To develop, establish, promote, foster and maintain safe housing for women recovering from addictions featuring support, recovery, fellowship, education, promotion of self-esteem, enhancement of independence, and promotion of life skills development.
 - (2) To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation.
 - (3) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
 - (4) To have and exercise all the rights and powers conferred on nonprofit corporations under Florida law, as such law is now in effect or may be from time to time amended.
 - (5) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

- (6) Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (A)(1) of this Article IV. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of this State.

**(B) Internal Revenue Code Section 501(c)(3)
Restrictions on Corporate Purpose.**

- (1) The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
- (2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.
- (3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income

imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

- (4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.
- (9) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities 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, educational, 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

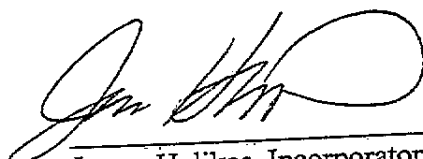
Article V: Directors. The Method of election of the Directors of the corporation is set forth in the Bylaws.

Article VI: Registered Agent. The name and address of the Initial Registered Agent are:

John G. Vega
Vega, Stanley, Zelman & Hanlon
2660 Airport Road South
Naples, Florida 34112

Article VII: Incorporation. The name and address of the Incorporator to these Articles of Incorporation are:

James Halikas, M.D.
2335 Tamiami Trail North, Suite 205
Naples, Florida 34103


James Halikas, Incorporator

9/3/99
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617/607 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:

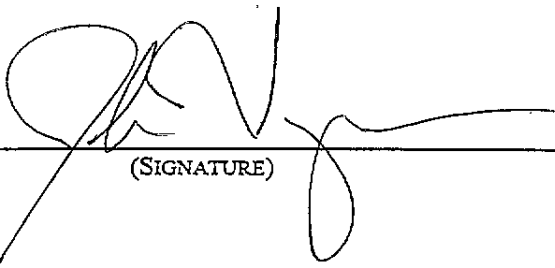
RECOVERY FROM ADDICTIONS, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

JOHN G. VEGA
(NAME)
2660 AIRPORT RD. S.
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)
NAPLES, FL 34112
(CITY/STATE/ZIP)

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99 OCT 20 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 this 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 obligations of my position as registered agent.


(SIGNATURE)

10/4/99
(DATE)