

*D97000019940*

ALLEN, LANG, MORRISON & CUROTTO, P.A.

ATTORNEYS AT LAW

105 EAST ROBINSON STREET, SUITE 201  
ORLANDO, FLORIDA 32801-1655

POST OFFICE BOX 3628  
ORLANDO, FLORIDA 32802-3628

TELEPHONE (407) 422-8250  
FAX (407) 422-8262

March 3, 1997

VIA FEDERAL EXPRESS

Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301

S00002103825--7  
-03/04/97--01085--008  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **Wayne Densch Center Holding Company**  
Wayne Densch Center for the Homeless, Inc.

Dear John:

Enclosed please find original and one copy of Articles of Incorporation for each of the above corporations.

Also enclosed is a check in the amount of \$122.50, (for each corporation) representing \$35.00 filing fee, \$52.50 for a certified copy and \$35 registered agent fee.

Please file with the Secretary of State's office, wait for the certified copies and return certified copies to us by Federal Express (airbill enclosed).

If you have any questions, please feel free to call.

Very truly yours,

*Barbara J. Coad*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen

Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**WAYNE DENSCH CENTER HOLDING COMPANY**

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is WAYNE DENSCH CENTER HOLDING COMPANY.

**ARTICLE II**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of holding title to property, collecting the income therefrom and paying over the income less expenses to the stockholder of the corporation.

**ARTICLE IV**  
**CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with ONE AND NO/100 DOLLAR (\$1.00) par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V**  
**POWERS**

The Corporation shall have all such powers allowed to corporations under the laws of the State of Florida that are not inconsistent with the purposes of the corporation, including without limitation the power to borrow and the power to mortgage its property to secure such borrowing.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 105 East Robinson, Suite 201, Orlando, FL 32801 and the name of the initial registered agent of this corporation at that address is Thomas R. Allen.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

A. This corporation shall have seven (7) directors initially.

B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).

C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Leonard E. Williams	2518 Norfolk Road Orlando, FL 32803
John A. Williams	1100 Munster Orlando, FL 32803
Thomas R. Allen	105 E. Robinson, Suite 201 Orlando, FL 32801
Thomas N. Tompkins	1731 Boggy Creek Road Kissimmee, FL 32741
Charles W. Clayton, Jr.	611 N. Wymore Road Winter Park, FL 32789
Marshall E. Vermillion	800 N. Magnolia, Suite 800 Orlando, FL 32801
William A. Walker, II	250 Park Avenue S., Suite 500 Winter Park, FL 32789

**ARTICLE VIII**  
**INCORPORATORS**

The names and addresses of the Incorporators of this corporation are:

Leonard E. Williams	2518 Norfolk Road Orlando, FL 32803
---------------------	--

John A. Williams

1603 E. Marks Street  
Orlando, FL 32803

Thomas R. Allen

105 E. Robinson, Suite 201  
Orlando, FL 32801

**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

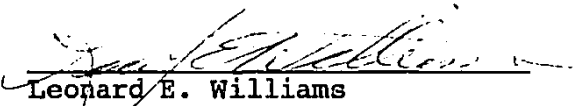
**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

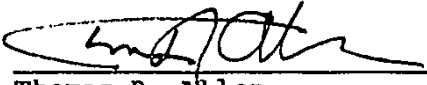
**ARTICLE XI**  
**AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 3rd day of ~~February~~ MARCH, 1997.

  
Leonard E. Williams

  
John A. Williams

  
Thomas R. Allen

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 3rd day of ~~February~~ MARCH, 1997, by Leonard E. Williams, who is personally

known or who produced N/A (type of identification) as identification.

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Coad  
NOTARY PUBLIC  
BARBARA J. COAD  
Print Name  
My Commission Expires:  
Commission Number:

STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 3rd day of March, 1997, by John A. Williams, who is personally known or who produced N/A (type of identification) as identification.

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Coad  
NOTARY PUBLIC  
BARBARA J. COAD  
Print Name  
My Commission Expires:  
Commission Number:

STATE OF FLORIDA )  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 3rd day of March, 1997, by Thomas R. Allen, who is personally known or who produced N/A (type of identification) as identification.

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

Barbara J. Coad  
NOTARY PUBLIC  
BARBARA J. COAD  
Print Name  
My Commission Expires:  
Commission Number:

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Thomas R. Allen  
Thomas R. Allen