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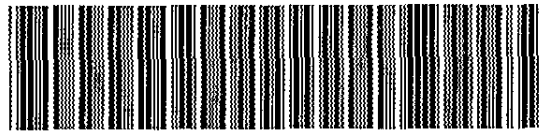
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TALLAHASSEE, FLORIDA

12/17/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Abilities at Bnarcloff

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 _____

ARTICLES OF INCORPORATION

OF

ABILITIES AT BRIARCLIFF, INC.

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This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a nonprofit Corporation under and by virtue of the laws of the State of North Carolina, and further certify that:

ARTICLE I
NAME

That the name of the Corporation is **ABILITIES AT BRIARCLIFF, INC.** (hereinafter referred to as "the Corporation");

ARTICLE II
DURATION

The existence of the Corporation will be perpetual, unless it shall hereafter be dissolved according to law.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

(A) The principal office of the Corporation will be located at 2735 Whitney Road, Clearwater, Florida 33758.

(B) The initial resident agent of the Corporation is Mike Neville of Abilities Inc. of Florida, whose post office address is 2735 Whitney Road, Clearwater, Florida 33758.

ARTICLE IV
PURPOSE

The purposes for which the Corporation is formed, and the business and objectives to be carried on and promoted by it, are as follows:

(A) This Corporation is organized exclusively for charitable and/or educational purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or to the Secretary of Housing

and Urban Development for the time being exclusively for a public purpose. In pursuance of the foregoing purposes, the Corporation shall have the power to provide handicapped persons with housing facilities and services specially designed to meet their physical, social and psychological needs, and to promote their health, security, happiness, and usefulness in longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

(B) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporations shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

ARTICLE V

POWERS

The Corporation is empowered:

(A) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property, and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article IV hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.

(B) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(C) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of capital advances and project rental assistance under Section 811 of the National Affordable Housing Act. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

(D) In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, all of the remaining assets of the Corporation shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Article IV(A) hereof, other than for religious purposes, all of the foregoing within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future United States internal revenue law, or shall be distributed to the Secretary of Housing and Urban Development exclusively for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 said court

shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI **DIRECTORS AND MEMBERS**

The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than three (3) in number, but no more than fifteen (15) directors, who shall be elected by the members of the Corporation at the Annual Meeting. The original directors and the term for which each will serve, are set below:

<u>NAME</u>	<u>TERM</u>
WILLIAM SANDONATO, JR.	Two (2) Years
LORI KREISLE	One (1) Year
MIKE NEVILLE	One (1) Year
GUY KLENKE	One (1) Year

The directors shall serve without compensation.

The directors of the Corporation shall, at all times, be limited to individuals who are either members of the Board of Directors of ABILITIES INC. OF FLORIDA or nonmembers who have the approval of the Board of Trustees of the said sponsoring organization. In the event that a director of the Corporation ceases to be a member of the Board of Directors of ABILITIES INC. OF FLORIDA, or, if the aforesaid approval is withdrawn, then, in either event, such shall constitute automatic resignation as a director of the Corporation.

ARTICLE VII **OFFICERS**

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The secretary and treasurer may be one and the same person.

The following officers will serve until the next annual meeting, or until their successors are elected and qualified.

<u>OFFICER</u>	<u>NAME</u>
President	WILLIAM SANDONATO, JR.
Vice President	LORI KREISLE
Secretary/Treasurer	MIKE NEVILLE

ARTICLE VIII
BY-LAWS

By-laws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development pursuant to Article IV hereof.

ARTICLE IX
AMENDMENTS

So long as the Corporation's property is subject to a Regulatory Agreement or Use Agreement in favor of the Secretary of Housing and Urban Development, these Articles of Incorporation may not be amended without the prior written approval of said Secretary. Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 11th day of December, 2003.

NAME

ADDRESS

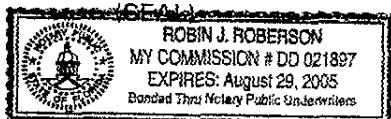
Mike Neville
MIKE NEVILLE

2735 Whitney Road
Clearwater, FL 33758

STATE OF FLORIDA }
COUNTY OF PINELLAS }

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, that MIKE NEVILLE, who is personally known to me or who has provided _____ as identification, and who executed these Articles of Incorporation freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, in said County and State, this 11th day of December, 2003.

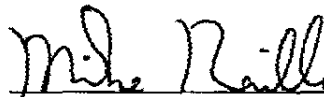


Robin J. Roberson
NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE BY DESIGNATED REGISTERED AGENT

ABILITIES AT BRIARCLIFF, INC., having designated **MIKE NEVILLE** as its Registered Agent at the address located at 2735 Whitney Road, Clearwater, Florida 33758, and **MIKE NEVILLE**, as having been so named to accept service for the above-named corporation at the place above indicated, does hereby accept the designation as Registered Agent.

Dated this 11th day of December, 2003.



MIKE NEVILLE,
REGISTERED AGENT

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