

Mar 23 2007 13:33

to: by Aldo Beltrano

51-799-6241

Page 1

No 7000003079

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000076825 3)))



H070000768253ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : ALDO BELTRANO, P.A.
Account Number : 129010000166
Phone : (561) 799-6577
Fax Number : (561) 799-6241

2007 MAR 23 P 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

SALLY WAGNER QUALITY OF LIFE FOUNDATION, INC.

Certificate of Status	1
Certified Copy	0
Page Count	07
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

3-26-07
JC

ARTICLES OF INCORPORATION
OF
SALLY WAGNER QUALITY OF LIFE FOUNDATION, INC.
a Non-Profit Florida Corporation

FILED
MAR 23 P 12:19
H07000076825 3
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a Corporation not for profit under the Florida Not for Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Articles of Incorporation for the Corporation.

Article I - Name

The name of the corporation is SALLY WAGNER QUALITY OF LIFE FOUNDATION, INC.

Article II - Duration

The Corporation shall have perpetual duration.

Article III - Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Article IV - Members

The Corporation shall have one class of members which shall be distinct from its Board of Directors. Susan Arena shall be the initial member of the Corporation. The member shall be solely empowered and solely responsible for appointing the Board of Directors of the Corporation. The member shall be the only party authorized to amend these Articles of Incorporation and the By-laws. The members may remove any Director or Officer with or without cause at any time. The number of members may be increased or decreased from time to time by an Amendment to the Articles of Incorporation. Additional members shall be selected only by the current member(s) by a written acknowledged instrument. The Member(s) may appoint additional member(s) who shall become members upon the happening of any event, such as incapacity or death. Such designations may be revoked at any time prior to the stated event resulting in the named individual's entitlement to membership. In the event Susan Arena becomes incapacitated or dies without having duly appointed any other member, then the board of directors shall appoint a replacement.

H07000076825 3

Article V – Principal and Mailing Office of Business

The principal place of business and mailing address of the corporation is 4203 Fairway Drive N. Jupiter, Florida 33477.

Article VI - Board of Directors

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be three; provided, however, that that number may be changed by a by-law duly adopted but shall at all times at least be three in number.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, to be held at 9:00 a.m. on January 7, 2008, or such other time as determined by the members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and all subsequent times, shall serve for a term of a year until the next annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 9:00 a.m. on the first Tuesday in January of each year, or such other time as determined by the Directors, at the principal office of the Corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the Directors individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action taken in this matter shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and the Articles of Incorporation and By-Laws of this Corporation authorize the Directors to act in this manner. This statement shall be prima facie evidence of the Directors' authority.

The names and addresses of the initial Board of Directors and who shall serve until their successors are elected at the next annual meeting are:

<u>Name</u>	<u>Address</u>
Susan Arena	4203 Fairway Drive N., Jupiter, FL 33477
Jerry Otten	P.O. Box 2602, Jupiter, FL 33468
Donna Hyams	1055 Oak Lane, Plainfield, NJ 07060

H07000076825 3

Article VII – Incorporator

The name and address of the incorporator is

NameAddress

Susan Arena

4203 Fairway Drive N., Jupiter, Florida 33477.

Article VIII – Officers

The Board of Directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the By-Laws of this Corporation authorize the Directors to elect. Initially, officers shall be elected at the first annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

Susan Arena

President

Jerry Otten

Vice-President

Donna Hyams

Secretary and Treasurer

Article IX – Amendments To By-Laws

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted solely by the member(s).

Article X – Property and Compensation

The property of the corporation is irrevocably dedicated to charitable purposes.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private person, 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 Section 501(c)(3) purposes.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Article XI – Dissolution

On the dissolution or winding up of this Corporation, its assets remaining after payment, or

H07000076825 3

provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or Corporation which is organized and operated exclusively for charitable, educational or religious purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII - Tax-Exempt Status.

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. In addition:

1. The Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In conclusion, the tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

Article XIII – Amendments to Articles

Amendments to these Articles of Incorporation may be proposed by the members at the annual meeting or a specially called meeting or by a resolution adopted by the Board of Directors and presented

H07000076825 3

to a quorum of member(s) for their vote. A vote of at least two-thirds of the members of the Corporation is required for an Amendment to be adopted.

Article XIX - Effective Date

These Articles are to be effective the date of filing.

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this Not for Profit Charitable Corporation under the Laws of Florida, have executed these Articles of Incorporation on the 23 day of March 2007.

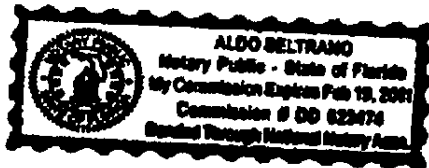


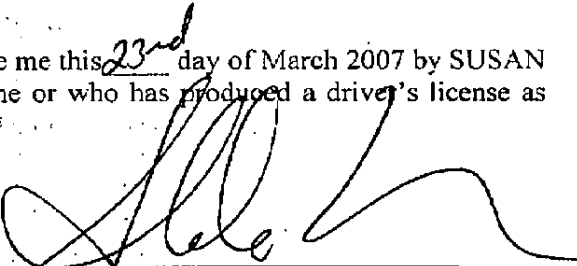
SUSAN ARENA

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 23rd day of March 2007 by SUSAN ARENA, the incorporator, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

(Notary Seal)





Signature of Notary Public

Name of Notary Typed, Printed or Stamped
My Commission Expires:
My Commission Number:

H07000076825 3

CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

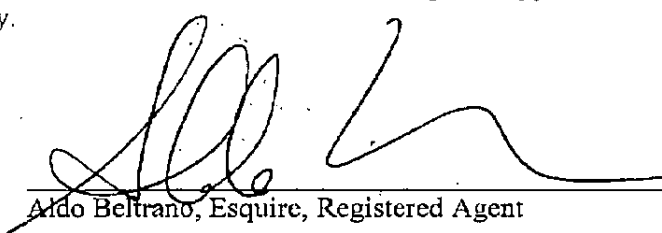
Pursuant to Chapter 48.091 and Chapter 617.013, Florida Statutes, the following is submitted in compliance with said Act:

That the SALLY WAGNER QUALITY OF LIFE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 11911 U.S. Highway One, Suite 201, North Palm Beach, County of Palm Beach, FL 33408, has named Aldo Beltrano, Esquire as its agent to accept service of process within this State.

ACCEPTANCE BY REGISTERED AGENT

Having been named as a registered agent to accept service of process for the above stated Corporation, at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATE this 23rd day of March 2007.


Aldo Beltrano, Esquire, Registered Agent

FILED
2007 MAR 23 P 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA