

**№ 95000002658**

**JONES, FOSTER, JOHNSTON & STUBBS, P.A.**

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MARGARET J. ECKOFF  
EDWARD GALE  
REBECCA G. DYKAL  
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THOMAS M. HENRY  
FRANK J. HOLTON  
WALKER KIRKFIELD  
MICHAEL T. KRANEZ

JOHN BLAIR MCCRACKEN  
SCOTT L. MAMULLEN  
JOHN C. RAYMOND  
JOHN C. RAY  
ANDREW W. RYAN  
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D. COLVER SMITH III  
MONICA A. STUBBS, JR.  
ALEXANDER T. THOMPSON  
JOHN W. THOMPSON  
MICHAEL P. WALSH  
H. ADAM WEAVER

HENRY F. LUENTHAL  
1902-1982  
HARRY ALVIN JOHNSTON  
1906-1983  
R. BRUCE JONES  
1904-1984  
PAUL D. WOLFE  
1911-1981  
OF THE  
WILLIAM A. FOSTER  
OF COUNSEL  
L. MARTIN FLANAGAN

May 26, 1995

RECEIVED  
06/21/95 10:10:00  
\*\*\*122.50 \*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32301

Gentlemen:

Re: The Home for Living, Loving and Learning, Inc.  
A Florida Corporation Not for Profit

Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed non-profit corporation.

Please file the original and return the copy certified.

A check in the amount of \$122.50 is enclosed to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By Peter S. Holton  
Peter S. Holton

6/8/95  
JB

PSH (sw) 1401-430\SecySt.L1  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**THE HOME FOR LIVING, LOVING AND LEARNING, INC.**  
**A Florida Corporation not for Profit**

I, the undersigned, who is a citizen of the United States, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, acknowledge and file these Articles for that purpose, as follows:

**ARTICLE I**

Name

The name of this corporation shall be **THE HOME FOR LIVING, LOVING AND LEARNING, INC..**

**ARTICLE II**

Initial Registered Office and Agent,  
Principal Office and Mailing Address

The initial registered office of this corporation shall be located at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this corporation at said address shall be Peter S. Holton. The principal office and mailing address of the corporation shall be 4687 Blue Pine Circle, Lake Worth, Florida 33463.

## ARTICLE III

### Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer funds for the purpose of restoring physical, emotional, psychological and spiritual health and well being of homeless, neglected or abused children through the provision of a home, a family structure and individualized education. Other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury).

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No part of the activities of the corporation shall be devoted to 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 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:

A. by a corporation exempt from Federal income tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

B. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or

C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

## ARTICLE IV

### Limitations on the Disposition of Corporate Assets and Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or 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 III, supra.

## ARTICLE V

### Dissolution

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 educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision 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 Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

## ARTICLE VI

### Qualification of Members and Advisors

The Members shall consist of the Incorporator named in Article VIII, *infra*, and the Directors, officers who shall be nominated and appointed as provided in the By-Laws.

## ARTICLE VII

### Term of Existence

This corporation shall have perpetual existence.

## ARTICLE VIII

### Names and Addresses of the Incorporator

Alix Reyna-Holley  
4687 Blue Pine Circle  
Lake Worth, Florida 33463

## ARTICLE IX

### Officers and Times of Their Election

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be

a Director. Each of such officers shall hold office until the next annual election or until his successor is chosen and qualified. The names and addresses of the officers who are to serve until the first election are as follows:

|   |                      |
|---|----------------------|
| Alix Reyna-Holley<br>4687 Blue Pine Circle<br>Lake Worth, Florida 33463 | President, Treasurer |
|---|----------------------|

|  |                |
|--|----------------|
| Dr. Leo J. Reyna<br>1961 S.W. 82nd Avenue<br>Ft. Lauderdale, Florida 33324 | Vice President |
|--|----------------|

|  |           |
|--|-----------|
| Nicole Bonifacio<br>4687 Blue Pine Circle<br>Lake Worth, Florida 33463 | Secretary |
|--|-----------|

## ARTICLE X

### Board of Directors

The number of Directors of the corporation shall not be less than three (3) nor more than five (5). The names and residences of the three persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

Alix Reyna-Holley  
4687 Blue Pine Circle  
Lake Worth, Florida 33463

Dr. Leo J. Reyna  
1961 S.W. 82nd Avenue  
Ft. Lauderdale, Florida 33324

Nicole Bonifacio  
4687 Blue Pine Circle  
Lake Worth, Florida 33463

#### ARTICLE XI

##### By-Laws

The first By-Laws shall be made by the Incorporator. All alterations or revisions of the By-Laws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

#### ARTICLE XII

##### Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

WITNESS the hands and seals of the Subscribers of these Articles of Incorporation this 26 day of May, 1995.

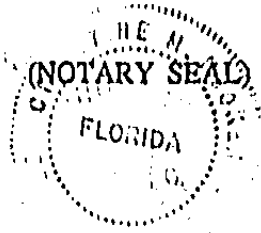
  
\_\_\_\_\_  
Alix Reyna-Holley, Incorporator



STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me by Alix Reyna-Holley, who is personally known to me or who produced a driver's license as identification, this 26<sup>th</sup> day of May, 1995.



*Christine M. Hooker*  
Notary Public  
Print Name: CHRISTINE M. HOOKER

My commission expires:

CHRISTINE M. HOOKER  
Notary Public, State of Florida  
Commission Expires July 29, 1996  
License No. CC 216588  
Titled by Fidelity Insurance

FILED  
MAR 21 11 00 AM '09  
CLERK OF CIRCUIT COURT  
IN AND FOR THE COUNTY OF PALM BEACH  
FLORIDA

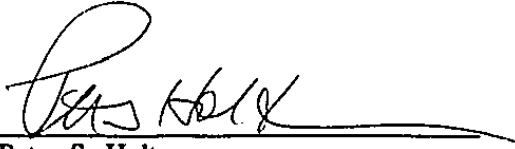
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE HOME FOR LIVING, LOVING AND LEARNING, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its Registered Office as indicated in the Articles of Incorporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, has named Peter S. Holton, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Peter S. Holton

# N95000002658

Alix Holley  
Requestor's Name  
RR 3 Box 121-E  
Address  
Vineyard Haven, MA 02568  
City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) (Document #) **700002171297--4**
2. \_\_\_\_\_ (Corporation Name) (Document #) **-05/08/97--01078--020**  
**\*\*\*\*\*87.50-- \*\*\*\*\*87.50**
3. \_\_\_\_\_ (Corporation Name) (Document #)
4. \_\_\_\_\_ (Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS                          |  |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment                              |
| <input type="checkbox"/>            | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/>            | Change of Registered Agent             |
| <input type="checkbox"/>            | Dissolution/Withdrawal                 |
| <input type="checkbox"/>            | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

SH 5/6  
FILED  
97 MAY -5 AM 9:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT  
to  
ARTICLES OF INCORPORATION  
of

FILED  
97 MAY -5 AM 9 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE HOME FOR LIVING, LOVING AND LEARNING, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED )

ADD TO ARTICLE III AT THE END OF PARAGRAPH 2 and to carry on the bussiness of operating a restaurant and its related activities including the sale of alcohol if duly licensed.

ADD TO ARTICLE IX WITH THE TITLES OF OFFICERS THAT , NICOLE S. BONIFACIO WAS VATED IN AS CONTINUING SECRETARY/ AND MANAGER THOMAS B. ZADIRAKA WAS VOTED TREASURER, ALIX REYNA-HOLLEY CONTINUED PRESIDENT, AND DR. LEO J. REYNA CONTINUED VICE PRESIDENT

SECOND: The date of adoption of the amendment(s) was: April 1, 1997

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

THE HOME FOR LIVING, LOVING AND LEARNING, INC.

Corporation Name

Alix Reyna-Holley  
Signature of Chairman/Vice Chairman, President or other officer

ALIX REYNA-HOLLEY

Typed or printed name

PRESIDENT

Title

MAY 1 1997

Date