

N 98000004 706



ACCOUNT NO. : 072100000032  
REFERENCE : 926840 7129686  
AUTHORIZATION :  
COST LIMIT : \$ 70.00

*Patricia Pujot*

ORDER DATE : August 13, 1998  
ORDER TIME : 3:17 PM  
ORDER NO. : 926840-005  
CUSTOMER NO: 7129686  
CUSTOMER:

000002616880--7

L. VICTOR VACARRO  
23324 Water Circle  
Boca Raton, FL 33486

DOMESTIC FILING

NAME: BOCA RATON INTERFAITH IN ACTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 14 AM 9:06

RECEIVED  
DIVISION OF CORPORATIONS  
98 AUG 14 PM 4:16

*J*  
8/17/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 14 AM 9:06

**Articles of Incorporation  
of  
Boca Raton Interfaith in Action, Inc.**

Under the Florida Not For Profit Corporation Act

We, the undersigned natural persons of the age of 18 years or more, acting as incorporators for the purpose of creating a not for profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I.

NAME

1.1 The name of the corporation is BOCA RATON INTERFAITH IN ACTION, INC.

ARTICLE II.

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

2.1 The principal place of business of this corporation shall be:

BOCA RATON INTERFAITH IN ACTION, INC.  
23122 Island View Drive, Unit 5  
Boca Raton, Florida 33433

2.2 The mailing address of this corporation shall be:

BOCA RATON INTERFAITH IN ACTION, INC.  
PO Box 811525  
Boca Raton, Florida 33481-1525

**ARTICLE III.  
PURPOSES**

- 3.1 The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under the Code, and include, among others, the purposes contained in Section 3.2 through Section 3.13 of this Article III.
  
- 3.2 The primary charitable purpose for which this corporation is formed is to operate and provide support services to homebound individuals and/or their friend and family caregivers who, by reason of minority, or advanced age, or physical inability or disability, or mental limitations or incapacity, may be unable (either partly or wholly) to care for, assist, or provide for themselves in undertaking, performing and/or satisfying their basic and/or necessary daily needs and desires, and to this end, shall include, among others, the purposes hereinafter following under this Article III.
  
- 3.3 To promote, establish and maintain a staff of volunteer caregivers for homebound individuals and/or their friend or family caregivers.
  
- 3.4 To interest adult and young men and women to dedicate a portion of their lives by engaging in volunteer caregiving services to homebound individuals and or their friend or family caregivers.
  
- 3.5 To instruct and educate volunteer caregivers on the methods and means of providing support services to homebound individuals and/or their friend or family caregivers.

- 3.6 To maintain and promote the welfare, dignity, independence, and quality of life of homebound individuals and/or their friend or family caregivers through the implementation of the purposes specified in this Article III.
- 3.7 To enable homebound individuals and/or their caregivers access to, and/or contact with representatives and members of their religious faith and/or chosen places of worship and related institutions.
- 3.8 To promote and provide counseling in both individual and group sessions to friends and family caregivers of homebound individuals.
- 3.9 To conduct public discussion groups, forums, panels, lectures, or other similar programs (including personal, written, audio, visual, and audio-visual intercourse) so as to inform and educate the general public with respect to the needs of homebound individuals and/or their friend or family caregivers, the programs and/or facilities available to satisfy such needs or the lack thereof, the means and methods available and/or required to satisfy such needs, and in general to make the public aware of the needs of homebound individuals and their caregivers, stimulate and encourage a better understanding and relations between them and the general public, and strengthen and widen participation by the general public and all members of the community in the support of those activities, events, and programs which engender a broader public awareness, interest and understanding of homebound individuals and their caregivers.
- 3.10 To act as a liaison to local, state and federal agencies with respect to the charitable and educational purpose for which this corporation is formed.

- 3.11 To act as a clearing house (a) for information related to or effecting homebound individuals and caregiving support services, and (b) in maintaining listings and records of agencies and organizations (private and governmental) which provide services to homebound individuals and friend or family caregivers so as to enable this corporation to refer to the appropriate agency or organization the needs of particular homebound individuals in a prompt and expeditious manner and avoid duplicity of effort and response.
- 3.12 To engage in fund raising and solicitation, either directly or through sponsored programs and events, the net proceeds of which will be used, disbursed or donated for exclusively charitable purposes, with the principal and income therefrom to be distributed or disbursed either directly or indirectly for the purposes specified in this Article III, or to other organizations organized and operated exclusively for charitable, educational, religious, or literary purposes, and found exempt from tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986.
- 3.13 To provide support services to homebound individuals regardless of age, disability, condition, religious affiliation, ethnicity, or cultural makeup, and in general to care and provide for the welfare of such persons, which services include, among other, the following:
- (a) support in the form of transportation to health care providers, pharmacies, financial institutions, and religious places of worship and institutions, and related activities;
  - (b) support in running errands, shopping for food and other personal needs, housekeeping services, yard work, minor repairs to the home and fixtures and appliances therein, assistance in making arrangements for

major repairs to the home and fixture and appliances therein and replacements thereof;

(c) to provide the homebound individuals with personal visitations and/or telephone reassurances, guidance, and comfort, and furnish reading and other recreational activities;

(d) to provide for or make arrangements for the home delivery of prepared meals and/or food stuffs, and/or for the preparation of meals for those homebound individuals who do not qualify for any programs which furnish prepared meals and/or whom are unable to adequately prepare meals for themselves or dependant persons in the household; and

(e) to provide respite services for both homebound individuals and friend and/or caregiver of the homebound individuals, so as to enable such caregivers to care for their own health and welfare, business and personal activities, and spiritual needs.

3.14 In furtherance of its corporate purpose, the corporation shall have all of the general powers enumerated in Section 617.0302, Florida Statutes, and all of the emergency powers enumerated in Section 617.0303 of the Florida Statutes, and such other powers as may, from time to time, be enacted thereunder as law.

#### ARTICLE IV. DIRECTORS

4.1 The corporation shall be managed under the direction of its Board of Directors, which shall consist of not less than three (3) Directors nor more than twenty-one (21) Directors.

4.2 The names and addresses of all the initial Directors of the corporation are:

Connie Ford  
23122 Island View Drive  
Unit No. 5  
Boca Raton, FL 33433

Bonnie Rosenthal  
6606 NW 23<sup>rd</sup> Terrace  
Boca Raton, FL 33496

L. Victor Vaccaro  
23324 Water Circle  
Boca Raton, FL 33486

4.3 Except at the first meeting of the Board of Directors, the number of Directors may be increased or decreased by a vote of two-thirds (2/3) of the Board of Directors present at a properly called meeting at which a quorum is present.

4.4 A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any properly called meeting of the Board of Directors.

4.5 The first meeting of the Board of Directors shall be on a date no later than thirty (30) days following the date these Articles of Incorporation are filed with the Department of State and rendered effective.

4.6 The initial Directors named in Section 4.2 shall hold office until the first meeting of the Board of Directors and until the qualification of their successors in office. The initial Directors may hold office as a Director for a term or terms following the first meeting of the Board of Directors.

4.7 Directors shall be divided into three (3) classes. The term of the first class of Directors shall be three (3) years. The term of the second class of Directors

shall be two (2) years. The term of the third class of Directors shall be one (1) year. Each Director shall hold office for the term he or she is elected or appointed and until his or her successor has been elected or appointed and qualified, or until his or her earlier resignation, removal from office, or death.

4.8 At the first meeting of the Board of Directors, the initial Directors shall present a slate of qualified candidates for the Board of Directors. One-third of such candidates shall be designated to serve three (3) years, another one-third of such candidates shall be designated to serve two (2) years, and another one-third of such candidates shall be designated to serve one (1) year.

4.9 Directors shall be elected by a vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present.

4.10 The terms of each of the Directors elected at the first meeting of the Board of Directors shall commence on the first day of September, 1998.

4.11 The qualifications for becoming and/or remaining a Director of the corporation are:

(a) that the proposed Director be over the age of eighteen (18) years;

(b) he or she have a permanent residence in the county of Palm Beach, Florida, or in one of the adjacent counties thereto;

(c) that prior to being nominated and/or having his or her name placed on a slate for the position of Director, he or she submit to the Board of Directors a writing signed by such proposed Director clearly indicating his or her (i) intention to accept the position of Director and serve as such, as, if, and when elected or appointed, and (ii) permission and consent for



the Board of Directors to initiate and/or cause an investigation and search of his or her personal background and credentials;

- (d) that he or she (i) has never been convicted of a crime or offense involving money or other property, or convicted of a felony offense for any crime of moral turpitude, or (ii) has not been acting in a fraudulent or dishonest manner in his or her relationship with the corporation, whether directly or indirectly, as determined by a vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present; and
  
- (e) without first obtaining the prior written approval of the Board of Directors at a properly called meeting at which a quorum is present, no Director may (i) deal directly with the corporation or through any other corporation, firm, association, or other entity in which such Director or anyone in his or her immediate family, is a shareholder or partner (except for an entity listed on any public trading exchange in which such Director owns or controls no more than a two (2%) percent interest therein), Director, Officer, or otherwise, and in which such Director or anyone in his or her immediate family has a financial interest in, directly or indirectly, (ii) utilize or otherwise, gain any benefit financial or otherwise, directly or indirectly, from his or her knowledge of the affairs of the corporation, including without limitation all volunteers and volunteer lists, homebound individuals and lists of homebound individuals, contributors, and contributor lists, support persons, and lists of support persons, mailing lists, documents, budgets, applications, files, writings, (electronic or otherwise), and computer software and videos compiled, assembled or operated by the corporation; and (iii) direct or in any way or manner direct a homebound individual or other client of the corporation, volunteer caregiver, or employee of the corporation, to any private or public health care or assisted care institution, facility, agency, or service.

- 4.12 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if two-thirds (2/3) of the members of the Board of Directors individually or collectively consent in writing to consider such action without the requirements of a properly call meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any action taken by written consent shall have the same force and effect as if taken by the Board of Directors at a properly called meeting at which a quorum were present.
- 4.13 A Director may be removed from office by an affirmative vote of at least two-thirds (2/3) of the entire Board of Directors, when such action is determined to serve the best interest for the corporation.
- 4.14 Any vacancy occurring in the Board of Directors, whether by resignation, removal, death or otherwise, shall be filled by a vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present. The new Director elected to fill the vacancy will serve for the unexpired term of the predecessor in office.
- 4.15 Meetings of the Board of Directors shall be held at least four times a year, on a quarterly basis, with one such meeting designated as the annual meeting of the Board of Directors. The Board of Directors shall determine the date, time and place of each such meeting by a vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present. Written notice stating the date, time and place of each meeting will be given to each Director (by certified mail, return receipt requested, facsimile transmission, or e-mail) not less than twenty (20) nor more than thirty (30) days before the date of the meeting. Such notice shall be deemed delivered when deposited with the United States mail, or

when transmitted (as the appropriate case may be). Such notice need not state the business to be transacted at, nor the purpose of such meeting.

- 4.16 Written notice stating the date, time and place of any special meeting of the Board of Directors will be given to each Director (in the manner specified in Section 4.15) not less than two (2) nor more than seven (7) days before the date of the special meeting, by or at the direction of the Chairman, or the President, or the Executive Director with the concurrence of not less than three (3) Directors, or the Executive Committee, or a majority of the Board of Directors. Such notice shall be deemed delivered in the manner specified in Section 4.15, and shall state the business to be transacted at, and the purpose of, such meeting. No other business may be transacted at such meeting.
- 4.17 Any Director not present at a meeting may verify the validity and action taken at that meeting by signing a writing to that effect and indicating notification. Such notification shall be deemed to be an affirmative vote for every action taken in the meeting, unless otherwise specified in writing, and shall be deemed to constitute presence at such meeting.
- 4.18 A Director may vote either in person or by proxy executed in writing by the Director. No proxy shall be recognized or valid after eleven (11) months from the date of its execution unless expressly provided otherwise in the proxy. A proxy may only be given to and voted upon by a member of the Board of Directors, and none other.
- 4.19 The Directors may elect one or more Ex Officio and one or more Honorary Directors, who may attend Board of Director's Meetings, participate there at, but who shall not have the right to notice or vote, and shall serve for such period as specified by and at the pleasure and sufferance of the Board of Directors.

4.20 There may be an Executive Committee of this corporation, which may be established and shall be governed by the following provisions:

(a) the Executive Committee shall consist of the President and not less than two (2) nor more than six (6) members of the Board of Directors, elected by the Board of Directors by an affirmative vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present. All members shall serve a one year term and until his or her successor has been appointed or elected (as the appropriate case may be) and qualified for office;

(b) a member of the Executive Committee may be removed from office by a affirmative vote of at two-thirds (2/3) of the entire Board of Directors, when such action is determined to serve the best interests of the corporation. The President shall automatically be removed from office upon the date he or she is no longer the President of the corporation;

(c) any vacancy occurring in the Executive Committee, whether by resignation, removal, death or otherwise, shall be filled by a special election of and by an affirmative vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present. The new member elected to fill the vacancy will serve for the unexpired term of the predecessor in office. The President of the corporation shall automatically, and without the necessity of approval from the Board of Directors, be and become a member of the Executive Committee; and

(d) the Executive Committee may exercise all powers of the Board of Directors between meetings of the Board of Directors, except to fill

vacancies in their own membership, or to fill vacancies on the Board of Directors, or any committee thereof, or to adopt, amend, or repeal the Bylaws of the corporation, to amend the Articles of Incorporation, to recommend, adopt, approve, or decide merger, dissolution, plan of distribution of assets, or any other matter which by the Articles of Incorporation, the Bylaws, or by the Chapter 617, Florida Statutes, is required to be acted upon by the Board of Directors. The Executive Committee may meet at stated times or on notice to all by any of their own number. It may fix its own rules of notice and procedure. A majority shall constitute a quorum but the affirmative vote of a majority of the entire Committee shall be necessary in every case. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board of Directors by delivery to its Chairman immediately thereafter as practical but in no event later than the date scheduled for any next ensuing meeting of the Board of Directors. Further, the Executive Committee shall have the power to incur indebtedness and make acquisitions on behalf of the corporation provided the amount thereof is not violative of the bylaws, and shall have such other powers as may be provided in the bylaws.

- 4.21 The Board of Directors may by an affirmative vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present, designate, establish and appoint an Advisory Board and a Sponsors' Committee, each consisting of persons selected or solicited from the general public and who have demonstrated an interest in the furtherance of the purpose of the corporation. The Chairman of the Advisory Board and of the Sponsors' Committee shall be persons appointed by the President who shall serve without compensation or remuneration of any kind, and at the pleasure and sufferance of the President. The Advisory Board and the Sponsors' Committee shall fix its own rules of notice, procedure and conduct, and the Chairman of each

shall be required to report to the President at such times and in such manners as determined by the President. The Board of Directors may, by an affirmative vote of the majority of the Board of Directors present at a properly called meeting at which a quorum is present, disband the Advisory Board or the Sponsors' Committee without the necessity of notice to such effect. The actions and determinations of the Advisory Board and of the Sponsors' Committee shall not be binding upon the corporation, but shall be advisory only. Members of the Advisory Board and of the Sponsors' Committee shall not be members of the corporation, nor shall they be entitled to vote in any of the affairs of the corporation, nor shall they have any right, title, or interest in any of the property or assets, including any earnings or investment income of the corporation, nor shall any of the corporation's property or assets be distributed to them on the corporation's dissolution or winding up, nor shall they be personally liable for any debts, liabilities, or obligations of the corporation. The Board of Directors may not impose any dues, fees or assessments upon or subsequent to admission of any person to the Advisory Board or to the Sponsors' Committee.

#### ARTICLE V. LIMITATIONS

- 5.1 Nothing contained in these Articles of Incorporation shall authorize the corporation, either directly or indirectly, to engage in or include among its purposes any activities which would otherwise require organization under a designated class of corporations not for profit.
- 5.2 Nothing herein shall authorize the corporation, either directly or indirectly, to engage in or include among its purposes any activities which, if engaged in or included among its purposes, would be violative of any law of the State of Florida or for which a license, approval, authorization, consent,

endorsement, leave, permission, permit or sanction is required from the State of Florida and/or from any of its departments or agencies.

- 5.3 No Director of this corporation or any private person or individual shall have any right, title, or interest in the income, property or assets of the corporation, nor shall any portion of its income, property, or assets be distributed to any Director or private person or individual on the dissolution or winding up of the corporation. The Directors of the corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to assessments.
- 5.4 The corporation is not an "action" organization as defined in Reg. Section 1.501(c)(3) – 1(c)(3) of the Internal Revenue Code of 1986, and specifically, no substantial part of the activities of the corporation shall be 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.
- 5.5 Notwithstanding any other provisions contained in these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by (a) a corporation 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, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE VI.  
REGISTERED AGENT**

6.1 The name and street address of the initial Registered Agent is:

**CONNIE FORD  
23122 Island View Drive  
Unit No. 5  
Boca Raton, FL 33433**

**ARTICLE VII.  
INCORPORATORS**

7.1 The names and street addresses of the incorporators of these Articles of Incorporation are:

**CONNIE FORD  
23122 Island View Drive  
Unit No. 5  
Boca Raton, FL 33433**

**BONNIE ROSENTHAL  
6606 NW 23<sup>rd</sup> Terrace  
Boca Raton, FL 33496**

**L. Victor Vaccaro  
23324 Water Circle  
Boca Raton, FL 33486**

**ARTICLE VIII.  
DURATION**

8.1 The corporation shall have a perpetual duration.



ARTICLE IX.  
FISCAL YEAR

9.1 The fiscal year of this corporation shall be chosen by the Board of Directors at the first meeting of the Board of Directors and thereafter may be changed from time to time by the Board of Directors, by a vote of a majority of the Board of Directors present at a properly called meeting at which a quorum is present.

ARTICLE X.  
INITIAL PLACE ACTIVITIES CONDUCTED

10.1 The activities of the corporation shall initially be principally conducted in the County of Palm Beach, State of Florida; however, this shall not be construed as a restriction, and the activities of the corporation shall extend to the general public at large within and without the County of Palm Beach, State of Florida.

ARTICLE XI.  
DISSOLUTION

11.1 In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property, and assets of the corporation shall go and be distributed to such non profit charitable organization or organizations exempt from tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 or under a corresponding section of any future federal tax code, as may be selected by the Board of Directors of this corporation, so that the business properties and assets of this corporation shall then be used for, and devoted to, the purpose of carrying on non profit charitable and/or

---

educational activities primarily for the benefit of homebound individuals as herein described and/or the elderly residing in the United States of America, provided such organization or organizations previously and continuously conducted such tax exempt purposes for a period of not less than three (3) years (the "non profit charitable purpose") and at the time of distribution continues to conduct its operation for a non profit charitable purpose. In no way shall any of the assets of this corporation, or the proceeds from any of its assets or property, in the event of dissolution, go or be distributed to any member of the Board of Directors, the Advisory Board, the Sponsors' Committee, or to any other person or entity for reimbursement of any sums subscribed, donated, or contributed by them, or for any other purpose, it being intended that in the event of the dissolution of this corporation, or upon it ceasing to carry out the objects and purposes herein set forth, the property and assets then owned by the corporation shall be devoted to the non profit charitable purposes, subject to the order and further direction of the Court having competent jurisdiction of the county in which the principal office of the corporation is then located. Failing the deviation of the assets to the nonprofit charitable purposes, any such assets not so disposed of shall be disposed of by a like Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for the purposes of carrying on non profit charitable, religious, eleemosynary, benevolent, educational, or similar purposes consistent with the provisions contained in Chapter 617, Florida Statutes.

The undersigned incorporators have executed these Articles of Incorporation this 12<sup>th</sup> day of August, 1998.

Signatures of Incorporators:

Connie Ford CONNIE FORD

B. Rosenthal BONNIE ROSENTHAL

Victor Vaccaro L. VICTOR VACCARO

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 14 AM 9:06

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

BOCA RATON INTERFAITH IN ACTION, INC.

(must include suffix)

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

CONNIE FORD

(NAME)

23122 Island View Drive, Unit No. 5

(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Boca Raton, FL 33433

(CITY/STATE/ZIP)

*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.*

*Connie Ford*

(SIGNATURE)

CONNIE FORD

August <sup>12</sup> 8, 1998

(DATE)

8/12/98