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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

PARTNERS ALLIANCE FOR LIVING SKILLS, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 4, 2000

EMPIRE

SUBJECT: PARTNERS ALLIANCE FOR LIVING SKILLS, INC. (PALS)
REF: W00000000164

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6925.

Angela Howell
Document Specialist

FAX Aud. #: H00000000216
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**ARTICLES OF INCORPORATION
OF
PARTNERS ALLIANCE
for
LIVING SKILLS, Inc.**

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

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is PARTNERS ALLIANCE for LIVING SKILLS, Inc., hereafter called the "Corporation".

**ARTICLE II
DURATION**

The Corporation shall exist perpetually.

**ARTICLE III
PRINCIPAL OFFICE**

The principal office of the Corporation is located at 7667 N.W. 25th Street, Margate, Florida 33063.

**ARTICLE IV
REGISTERED AGENT**

ISADORE C. BINSTOCK, whose address is 7667 N.W. 25th Street, Margate, Florida 33063, is hereby appointed the initial registered agent of the Corporation.

**ARTICLE V
PURPOSE AND POWERS**

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

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(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 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 Corporation 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.

(c) The Corporation is empowered:

- (1) To buy, own, sell, 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 V hereof, but solely in connection with the project assisted under Section 811 of the National Affordable Housing Act.
- (2) 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.

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- (3) 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 benefits of capital advances and project rental assistance under Section 202 or Section 811. 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.
- (4) Upon the dissolution of the Corporation, 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 V(4) 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 the 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 organizations, as said court shall determine, which are organized and operated for such purposes.

ARTICLE VI BOARD MEMBERS, SIZE, COMPENSATION, ELECTION, MEETING

The number of directors (trustees) of the Corporation shall be 5. The original directors (trustees) and the term each will serve, are set forth below:

Names	Term	Names	Term
ISADORE C BINSTOCK	1 Year		1 Year
VICTORIA WEINTRAUB	1 Year		1 Year
MARIE MONTANA	1 Year		1 Year
MURIEL COSTA	1 Year		1 Year
LINDA MALONE	1 Year		1 Year

The directors (trustees) shall serve without compensation.

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

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the directors (trustees) of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors (trustees) 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 annually scheduled meeting shall be held on the 2nd Sunday of January of each year.

ARTICLE VII ADAPTION OF ARTICLES

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 V hereof.

ARTICLE VIII AMENDING OF ARTICLES

So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development or the Use Agreement remains in effect, these Articles may not be amended without the prior written approval of the said Secretary.

Signed by the incorporators this January day of 2, 2000.

Name

Address

Stephen C. Buntrock
Victoria M. Mithra
Robert J. Lantz
Robert Lantz
Sinda Malone

7667 N.W. 25 St., Margate, FL 33063
10980 A.W. 3rd PLAN FL. 33324
2940 Old Orchard Rd Davie FL 33328
14480 Hooker Ct Davie, FL 33325
701 Hollywood Blvd, Hollywood, FL 33019

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0202, 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.

First that Partners Alliance for Living Skills, Inc.

desiring to organize under the laws of the State of Florida

with its principal office, as indicated in the articles of incorporation has

named Isadore C. Binstock

located at 7667 NW 25 ST. (954) 346-5475

City of Margate County of Broward State of Florida,

as its agent to accept service of process within this state.

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.

SIGNATURE

Isadore C. Binstock
Registered Agent