

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

NO0000001273

CONTACT: CINDY HICKS

DATE: 2-28-00

REF. #: 0409. 10830

CORP. NAME: The Council of Grandparents Raising Grandchildren, Inc.

600003149386--3
-02/28/00--01028--022
*****78.75 *****78.75

- ☒ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION ☐ UCC-1 ☐ UCC-3
☐ OTHER: _____

FILED
00 FEB 28 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 7129 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY ☐ CERTIFICATE OF GOOD STANDING ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

FILED
00 FEB 28 AM 11:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

T. SMITH FEB 28 2000

**ARTICLES OF INCORPORATION
OF
THE COUNCIL OF GRANDPARENTS RAISING GRANDCHILDREN, INC.**

(A Florida Corporation Not for Profit)

ARTICLE 1

Name

The name of this corporation is THE COUNCIL OF GRANDPARENTS RAISING GRANDCHILDREN, INC. (hereinafter called the "Corporation").

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TALLAHASSEE, FLORIDA

ARTICLE 2

Principal Place of Business and Mailing Address

The address of the principal office of the Corporation shall be c/o Advocates PTA, 1450 NE 2 Avenue, #103, Miami, Florida 33132.

ARTICLE 3

Duration

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE 4

Purpose

The Corporation is organized exclusively for educational and charitable purposes and for the prevention of cruelty to children, including for such purposes, the making of contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future Federal tax code.

ARTICLE 5

Powers

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the advancement of its

purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified herein, the Corporation shall have any additional powers that may be specified in the Bylaws.

ARTICLE 6

Management

Management of the Corporation shall be vested in the Corporation's Board of Directors which shall consist of not less than three directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors named herein shall be as stated in the Bylaws.

ARTICLE 7

Initial Board of Directors

The number constituting the initial Board of Directors of the Corporation is Eleven (11). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows.

The initial Coalition Directors (as such term shall be defined in the Bylaws) are:

Dr. Freeman Wyche
1295 NW 67th Street
Miami, Florida 33147

Mary Scull Brown
3720 Harland Street
Coral Gables, Florida 33134-7195

Marjorie Okasako
964 W. 48 Place
Miami, Florida 33139

Marilyn Bloom
29 Island Avenue, #308
Miami, Florida 33139

The initial Support Group Directors (as such term shall be defined in the Bylaws) and the Support Groups (as such term shall be defined in the Bylaws) that they represent are:

Edna Latson
1440 NW 69th Street
Miami, Florida 33147
(representing Culmer Community Center Support Group)

Barbara Sullivan
1940 NW 55th Street
Miami, Florida 33142
(representing Harris Field YMCA Support Group)

Cora Stewart
1545 NW 30th Street
Miami, Florida 33142
(representing Phillis Wheatly Elementary School Support Group)

Gloria Perry
3914 NW 207 Street
Miami, Florida 33169
(representing North Dade Public Library Support Group)

Atha N. Reed
1841 NW 69 Terrace
Miami, Florida 33147
(representing Helen Bentley Health Center Support Group)

Cassandra Nelson
11471 SW 225 Street
Goulds, Florida 33170
(representing CAA Isaac Withers Community Center Support Group)

Eartha Walker
815 NW 50 Street
Miami, Florida 33127
(representing Linda Ray Intervention Center Support Group)

ARTICLE 8

Members

The Corporation shall have members, which shall be Support Groups (as such term shall be defined in the Bylaws) and Coalitions Members (as such term shall be defined in the Bylaws). The additional qualifications for membership in the Corporation, the method of selecting and admitting members to the Corporation and the rights and responsibilities of members shall be as set forth in the Bylaws.

ARTICLE 9

Disposition of Assets upon Dissolution

Upon dissolution of the Corporation, any assets remaining after the payment of its debts shall be disposed of by transfer to one or more organizations that are described in section 501(c)(3) and in section 509(a)(1), (2) or (3) of the Code, or corresponding sections of any future Federal tax code, to be used for one or more of the purposes of the Corporation, or to the State of Florida or any political subdivision or agency thereof to be used exclusively for public purposes, in such proportions as the Board of Directors of the Corporation shall determine. Any such assets not so disposed of shall be disposed of by a Florida court of competent jurisdiction of the county in which the principal office of the Corporation then is located, exclusively for public purposes or to such organization or organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

Notwithstanding any provision herein to the contrary, nothing herein shall be construed to affect the disposition of property and assets held by the Corporation upon trust or other condition or subject to an executory or special limitation, and such property, upon dissolution of the Corporation, shall be transferred in accordance with the trust, condition or limitation imposed with respect to it.

ARTICLE 10

Restrictions

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 4 hereof.

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 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future Federal tax code, or (ii) by a corporation to which contributions are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code or corresponding sections of any future Federal tax code.

In the event that the Corporation shall be considered to be a private foundation, as such term is defined in Section 509(a) of the Code or corresponding section of any future Federal tax code, then in that event, the Corporation:

A. shall 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 Code, or corresponding section of any future Federal tax code; and

B. shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code or corresponding section of any future Federal tax code; (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code or corresponding section of any future Federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding section of any future Federal tax code; or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code or corresponding section of any future Federal tax code.

ARTICLE 11

Indemnification of Directors

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as in effect now or hereafter. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board of Directors may deem appropriate or advisable from time to time.

ARTICLE 12

Bylaws

The bylaws of the Corporation (the "Bylaws") shall be adopted initially by the affirmative vote of a majority of the initial Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or with these Articles of Incorporation and shall contain one or more provisions setting forth rules for the amendment or repeal and replacement of the Bylaws and the definitions and rules required by Articles 6, 7 and 8 hereof.

ARTICLE 13

Amendment

These Articles of Incorporation shall be amended only by a two-thirds (2/3) vote in the affirmative of the entire Board of Directors.

ARTICLE 14

Registered Office/Registered Agent

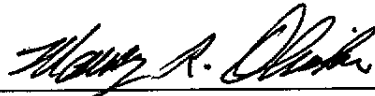
The street address of the Corporation's initial registered office in the State of Florida is: 1880 NE 163 Street, Second Floor, North Miami Beach, Florida 33162 and the name of its initial registered agent at such office is: Marc Abrams.

ARTICLE 15

Incorporator

The name and address of the sole incorporator is: Maury R. Olicker located at 28th Floor SunTrust International Center, One Southeast Third Avenue, Miami, Florida 33131-1714 (hereinafter called the "**Incorporator**").

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 25 day of FEBRUARY, ~~1999~~ 2000



Maury R. Olicker, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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.

Marc Abrams

Marc Abrams, Registered Agent

Date: FEBRUARY 25 ~~1999~~ 2000

FILED
00 FEB 28 PM 12:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA