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FLORIDA NON-PROFIT CORPORATION

SENIORS ONLY FINANCIAL OF FLORIDA, INC.

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Articles of Incorporation for
SENIORS ONLY FINANCIAL OF SOUTH FLORIDA, INC.
A Florida Corporation Not For Profit

ARTICLE I

NAME

The name of this Corporation shall be: SENIORS ONLY FINANCIAL OF SOUTH FLORIDA, INC.
and its principal place of business shall be 19510 SATURNIA LAKES DRIVE
BOCA RATON, FLORIDA 33498

ARTICLE II

TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

ARTICLE III

PURPOSES AND POWERS

The purposes for which the Corporation is organized are to solicit, collect, receive, accumulate, administer, receive and maintain real and personal property, or both, in whatever form, including cash funds from public and private sources, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for religious, charitable, literary, scientific, or

Prepared with the assistance of:
Harvey L. Ratner
404 NW 68th Avenue #103
Plantation, Florida 33317
(354) 791-6759 voice/fax

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educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section §501(c)(3) of the Internal Revenue code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

The Corporation shall be empowered to enter into contracts, hold and convey title to real and personal property, and exercise all powers permitted a corporation not for profit under Section §617.021, Florida Statutes, and the other laws of the State of Florida, not inconsistent with the general objectives enumerated herein. All funds of the Corporation and any moneys from its operation shall be used in the furtherance of the purposes as set forth hereinabove.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any private individual (except that for the Corporation in furtherance of one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section §501(c)(3) of the Internal Revenue Code and

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the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section §170(c)(2) of the Internal Revenue Code, said Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be: 19510 Saturnia Lakes Drive, Boca Raton, Florida 33498. The Registered Agent of the Corporation shall be MAURICE ARESTY. The mailing address of the designated Registered Agent is: 19510 Saturnia Lakes Drive, Boca Raton, Florida 33498.

ARTICLE V

INCORPORATOR

The name and residence of the original subscriber to the Charter is: MAURICE ARESTY, 19510 Saturnia Lakes Drive, Boca Raton, Florida 33498.

ARTICLE VI

INITIAL TRUSTEES AND OFFICERS

The name of the initial trustees and officers are as follows:

- | | | |
|----|----------------|-------------------|
| 1. | MAURICE ARESTY | President/Trustee |
| 2. | JAMIE ARESTY | Trustee/Director |
| 3. | HARVEY RATNER | Trustee/Director |

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ARTICLE VII

MEMBERS

The members of the Corporation shall be any individuals who request membership and meet the qualifications set forth in the Constitution and Bylaws of SENIORS ONLY FINANCIAL OF SOUTH FLORIDA, INC.

ARTICLE VIII

BOARD OF TRUSTEES

A. The affairs and property of the Corporation shall be managed and governed by a Board of Trustees composed of not less than three (3) persons nor more than fifteen (15). The number of Trustees shall be determined from time to time in accordance with the provisions of the Corporation's Bylaws.

B. The number of Trustees to be selected, the manner of their selection, and their respective terms, shall be as set forth in the Corporation's Bylaws, but in no event shall their number exceed fifteen (15).

ARTICLE IX

OFFICERS

A. The officers of the Corporation shall be the President and the Directors, who shall have such powers and duties as are set forth in the Corporation's Bylaws. All officers of the Corporation shall be elected annually by the Board of Trustees in accordance with the Bylaws,

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at the regular annual meeting of the Board of Trustees to be held following the annual meeting of the membership. At such regular meeting, or at any other duly called meeting, the Board of Trustees shall elect any additional officers, consistent with the Corporation's Bylaws, as it shall deem desirable. The President shall be elected from among the membership of the Board of Trustees, but no other officer is required to be a Trustee.

ARTICLE X

QUORUM

Any meeting of the Board of Trustees or of a committee must have a quorum present before business of the Corporation may be transacted. A quorum shall consist of not less than a majority of the Board of Trustees or the committee.

ARTICLE XI

BYLAWS

The Bylaws of the Corporation shall be adopted by the initial Board of Trustees, which Bylaws may be altered, amended, or rescinded in accordance with the Bylaws.

ARTICLE XII

AMENDMENTS

Any proposal for the alteration, amendment, or rescission of these Articles of Incorporation shall set forth the proposed alteration or amendment or the provisions to be

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rescinded, shall be in writing, shall be signed by not less than forty (40%) percent of the members or forty (40%) percent of the Board of Trustees, and shall be delivered to the President (or to the Vice President, if any), who shall thereupon call a meeting of the membership not less than ten (10) days nor later than sixty (60) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Corporation's Bylaws. An affirmative vote of a majority of the members of the Corporation shall be required for adoption of the requested alteration, amendment, or rescission.

ARTICLE XIII

INDEMNIFICATION

Every Trustee and every Officer of the Corporation may be indemnified by the Corporation, at the sole discretion of the Board of Trustees, against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof to which he may be a party, or in which he may become involved by reason of being or having been a Trustee or Officer at the time such expenses were incurred, except in such cases in which the Trustee or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Trustees approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Trustee or Officer may be entitled.

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The Board of Trustees may purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

ARTICLE XIV

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions 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 and to such organization or organizations as are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE FIFTEEN

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation for SENIORS ONLY FINANCIAL OF SOUTH FLORIDA, INC. this 21st day of September 2000, 2000.

Maurice Aresty
MAURICE ARESTY, Incorporator
(561) 482-3898

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STATE OF FLORIDA)
 : ss
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MAURICE ARESTY, who is personally known to me, or who produced a Florida Driver's License, Number: _____, as and for identification, and is thereby to me known to be the person described in and who executed the foregoing Articles of Incorporation for SENIORS ONLY FINANCIAL OF SOUTH FLORIDA INC., and acknowledged to and before me that he executed said instrument voluntarily, of his own free will, for the purposes therein expressed.

WITNESS my hand and my official seal this 21 day of Sept, 2000.

My commission expires on:

Joseph L. Gall, Jr.
NOTARY PUBLIC STATE OF FLORIDA
JOSEPH L. GALL, JR.
COMMISSION # CG 644826
EXPIRES MAY 7, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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

Pursuant to the provisions of §607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is:
SENIORS ONLY FINANCIAL OF SOUTH FLORIDA, INC.
2. The name and address of the Registered Agent and office is:
MAURICE ARESTY, 19510 Saturnia Lakes Drive, Boca Raton, Florida 33498

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR 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.

September 21, 2000

Maurice Aresty
MAURICE ARESTY, Registered Agent
(561) 482-3898

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