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Account Number : I19990000182
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Fax Number : (954)925-7013

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FLORIDA NON-PROFIT CORPORATION
JEWISH ADOPTION AND FOSTER CARE OPTIONS, INC.

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**ARTICLES OF INCORPORATION
OF
JEWISH ADOPTION AND FOSTER CARE OPTIONS, INC.**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

FIRST: The name of the Corporation shall be JEWISH ADOPTION AND FOSTER CARE OPTIONS, INC. (hereinafter the "Corporation").

SECOND: The mailing address and principal office of the Corporation is 4200 N. University Drive, Sunrise, Florida 33351.

THIRD: The initial registered office of the Corporation is c/o Abrams Anton, P.A., 2021 Tyler Street, Hollywood, Florida 33020, and its incorporator and initial registered agent at that address is Gene K. Glasser.

FOURTH: The Corporation is organized and shall be operated exclusively for the benefit of JAFCO Holding, Inc., a Florida Non-Profit corporation, its subsidiaries and wholly owned entities so long as the organization is operated exclusively for charitable, educational or religious purposes by conducting or supporting activities for the benefit of or carrying out the purposes of JAFCO Holding, Inc. In the event JAFCO Holding, Inc. should cease to exist for any purpose or no longer be a qualified organization as defined below, then the Corporation shall be organized and shall be operated exclusively for the

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benefit of any other qualified organization which is operated for similar purposes and conducts or supports similar activities as JAFCO Holding, Inc. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c) (3) and Sections 509 (a) (1) or (a) (2) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, the power to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and income therefrom or distribute the same for the above purposes. In addition to the above, the Corporation is empowered to create wholly owned subsidiary entities for the purpose of holding title to real property and has the authority to sell and convey property for purposes of reinvesting the proceeds in other productive assets.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's Trustees, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered or expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article FOURTH hereof. No Trustee or officer, however, shall be entitled to compensation for services rendered. All distributions by the Corporation must be in accordance with the Corporation's exempt purpose and must be to JAFCO Holding, Inc. It is intended that the distributions to JAFCO Holding, Inc. be

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sufficient to ensure the attentiveness of JAFCO Holding, Inc. to the operations of Corporation. All funds distributed in accordance with the Corporation's exempt purpose in accordance with Article FOURTH above shall be for whatever programs, capital improvements and needs are in accordance with Article FOURTH above, as determined by the Board of Trustees of the Corporation.

SIXTH: It is intended that the Corporation shall have the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c) (3) of the Code, and that is other than a private foundation by reason of being described in Section 509(a) (3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c) (3) of the Code. Further, the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. However, the Corporation's activities must be to assist in the functions of carrying out the purposes of JAFCO Holding, Inc.

SEVENTH: The Trustees shall be such persons who from time to time meet the qualifications provided in this Article SEVENTH. There shall initially be nineteen (19) Trustees. However, the Corporation shall never have more than twenty-five (25) Trustees nor less than ten (10) Trustees. Each Trustee shall be entitled to one (1) vote upon any

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matter properly submitted to the Trustees for their vote. The initial Trustees and their respective addresses are:

Ron Simon	10540 La Reina Road, Delray Beach, FL 33446
Mara Gober	3072 Old Still Lane, Weston, FL 33331
Rabbi Bernhard Presler	13000 S.W. 29 th Court, Davie, FL 33330
Steve Welcholz	800 S. Ocean Blvd., #304, Boca Raton, FL 33432
Denise Simon	10540 La Reina Road, Delray Beach, FL 33446
Sandi Simon	1800 N.E. 114 th Street, PH 3, N. Miami, FL 33181
Ellyn Bogandoff	921 S.E. 11 th Court, Ft. Lauderdale, FL 33316
David Sommer	7601 Banyan Way, Tamarac, FL 33321
Jerry Manowitz	8514 N.W. 77 th Street, Tamarac, FL 33321
Claire Manowitz	8514 N.W. 77 th Street, Tamarac, FL 33321
Jacqueline Lederman	6185 N.W. 77 th Place, Parkland, FL 33067
Helene Welcholz	800 S. Ocean Boulevard, #304, Boca Raton, FL 33432
Ken Morris	1776 Pine Island Road, Suite 318, Plantation, FL 33322
Alan Levy	1287 W. Atlantic Boulevard, Pompano Beach, FL 33069
Dorinne Gerstin	4248 N.W. 64 th Drive, Boca Raton, FL 33496
David Davis	6205 Royal Poinciana Lane, Tamarac, FL 33319
Morris Small	5001 Woodlands Blvd., Tamarac, FL 33319
Ronald Glantz	Glantz & Glantz, 7951 S.W. 6 th Street, Plantation, FL 33324
Maurice D. Plough Jr.	4799 N.W. 26 th Avenue, Boca Raton, FL 33434

All Trustees shall be selected by JAFCO Holding, Inc. The Trustees shall serve three (3)-year terms; however, one-third (1/3) of the initial Trustees shall serve a one (1)-year term, one-third (1/3) of the initial Trustees shall serve a two (2)-year term and one-third (1/3) of the initial Trustees shall serve a three (3)-year term, as shall be designated

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for each at the time of their appointment. Thereafter all Trustees shall serve three (3)-year terms. A vacancy among any Trustee shall be filled by a majority vote of the then Board of Trustees of JAFCO Holding, Inc. Any Trustee may be removed with or without cause by a majority vote of the Trustees.

The number of Trustees may be decreased or increased but not less than or more than the limit set forth above in this Article SEVENTH. Notwithstanding anything contained herein to the contrary, at least three (3) Trustees must also be a currently serving Trustee of JAFCO Holding, Inc. It is the intent that the Trustees of the Corporation shall endeavor to maintain a close and working relationship with the Board of Trustees of JAFCO Holding, Inc.

EIGHTH: The affirmative vote of two-thirds (2/3) of all of the Trustees shall be required to adopt or approve the following actions:

- (i) Liquidation or dissolution of the Corporation;
- (ii) Merger, consolidation or transfer of substantially all the assets of the Corporation; or
- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Bylaws of the Corporation or adoption of new Articles of Incorporation or Bylaws.

The notice of the meeting at which any such action is to be considered shall set forth the subject of the action or actions to be approved.

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NINTH: Except as provided in Article EIGHTH the affirmative vote of a majority of the Trustees shall be required for the authorization or taking of any action by the Trustees.

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TENTH: There will not be any members of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name at Miami, Florida,

this 10 day of March, 2004.

Witnesses:

[Signature]
[Signature]

[Signature]
RONALD D. SIMON, Incorporator

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS:

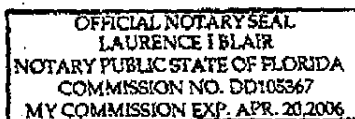
BE IT KNOWN, that on the 10 day of March, 2004, before me, a Notary Public in and for the State of Florida, duly commissioned and sworn, personally came and appeared RONALD D. SIMON, who is personally known to me to be the same person described in and who executed the within Articles of Incorporation or who has produced _____ as identification, and he acknowledged the within to be his act and deed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office the day and year last above written.

[Signature]

Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

[Signature]

GENE K. GLASSER, Registered Agent