

N05 0000000893

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

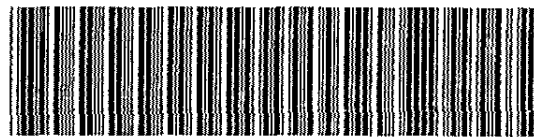
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500044088245

11/20/05--01008--009 **78.75

05 JAN 27 PM 4: 53

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

W05-3890

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The ElderCare Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUPPLY)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Naomi Strothman
Name (Printed or typed)

2350 N. 34 St. N.
Address

St. Petersburg, FL 33713
City, State & Zip

727-322-9400 nstrothman@
Daytime Telephone number agg-inc.com

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 25, 2005

NICOLE STROTHMAN
2350 N 34 ST N
ST PETERSBURG, FL 33713

SUBJECT: THE ELDERCARE FOUNDATION, INC.
Ref. Number: W05000003890

We have received your document for THE ELDERCARE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filings Section

Letter Number: 705A00005026

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 JAN 27 PM 4:53

**Articles of Incorporation
for
The ElderCare Foundation, Inc.**

The undersigned incorporator, for the purpose of forming a Florida nonprofit corporation, hereby adopts adopt the following articles of incorporation

Article I

The name of the corporation is The ElderCare Foundation, Inc. The corporate address is 801 Village Blvd., Ste. 303, West Palm Beach, FL 33409.

Article II

A. The primary and specific purposes for which this corporation is formed are as follows:

1. To raise money to provide home care service to Alzheimer's'/dementia patients and their families.
2. To provide education, training, information, referrals, and crisis intervention to Alzheimer's'/dementia patients and their families.

B. The general purposes for which this corporation is formed are as follows:

1. To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this corporation; and to dispose of the same at the pleasure of the corporation and for the users and purposes for which this corporation is formed.
2. To enter into all lawful contracts and obligations essential or convenient for the transaction of the affairs of the corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this corporation or its members.
3. To expand monies received, collected or earned by this corporation from all sources for the payment and discharge of all costs and obligations incurred by the corporation in carrying out the purposes for which this corporation is formed.
4. To do all lawful things and acts which this corporation at any time shall, in the discretion of the directors deem to be in the best interest of the members and to pay all costs and expenses in connection with these acts.

Article III

The corporation shall have perpetual duration.

Article IV

A. The corporation is organized and operated exclusively for the purposes set forth in Article II herein.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

D. Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

1. The corporation shall distribute its income for each taxable 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V

The corporation shall have no members.

Article VI

The name and street address of registered agent is The Law Offices of Linster E. Brinkley, Jr., P.A. located at 2350 N. 34th STREET N., ST. PETERSBURG, FL. 33713

Article VII

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a board of directors. The number of directors of the corporation shall be 3; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these articles as the first board of directors shall hold office until the first meeting of members to be held on January 20th, 2005, at 9:00a.m., at 801 Village Blvd. #303, West Palm Beach, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of one year until the first annual meeting of members following the election of directors and until the qualification of their successors in office.

Annual meetings shall be held at 801 Village Blvd. #303, West Palm Beach, Florida on January 10th of each year at the principal office of the corporation or as such other places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting if all the members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

Elayne Forgie
801 Village Blvd. #303
West Palm Beach, FL 33409

Cynthia Starr
801 Village Blvd. #303
West Palm Beach, FL 33409

Terrence Forgie
801 Village Blvd. #303
West Palm Beach, FL 33409

Article VIII

The names and address of the incorporator is Nicole Strothman located at 2350 N. 34th STREET N., ST. PETERSBURG, FL. 33713

Article IX

The board of directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Title: P
Elayne Forgie
801 Village Blvd. #303
West Palm Beach, FL 33409

Title: VP
Cynthia Starr
801 Village Blvd. #303
West Palm Beach, FL 33409

Title: S/T
Terrence Forgie
801 Village Blvd. #303
West Palm Beach, FL 33409

Article X

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida statutes concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the board of directors or by following the procedures set forth for such action in the bylaws.

Article XI

The property of this corporation is irrevocably dedicated to the purposes set forth in Article II herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

Article XII

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, 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 organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

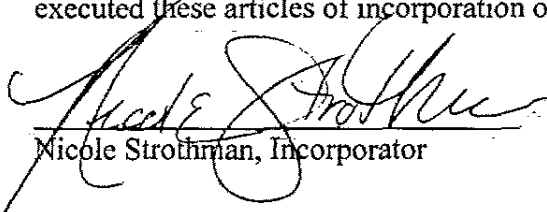
Article XIII

Amendments to these articles of Incorporation may be proposed and adopted by the board of directors.

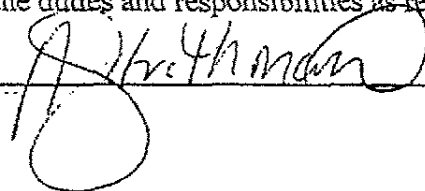
Article XIV

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

We, the undersigned, being the incorporators of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of the state of Florida have executed these articles of incorporation on January 10th of 2005.


Nicole Strothman, Incorporator

The Law Offices of Linster E. Brinkley, Jr., Esq., hereby state that we are familiar with and accept the duties and responsibilities as registered agent of said corporation.

Signed by: 

Date: 1/27/05

05 JAN 27 PM 4:54

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS