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#### Doak S. Campbell III, Esq. ATTORNEY AT LAW 70 SE FOURTH AVENUE DELRAY BEACH, FLORIDA 33483

TELEPHONE 561/278-1890 FAX NUMBER 561/274-81231

November 28, 2005

Secretary of State Division of Corporations PO BOX 6327 Tallahassee, FL. 32314

Re: DCH RECOVERY FOUNDATION INC.

#### Gentlemen:

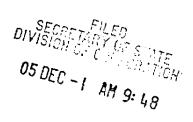
Enclosed please find Articles of Incorporation, original and a copy, together with a check in the amount of \$ 78.75, please return a certify copy.

Thank you for your attention to this matter.

Sincerely yours,

Doak S. Campbell III, Esq.

DSC/rm Encl.



## ARTICLES OF INCORPORATION OF

#### DCH RECOVERY FOUNDATION., INC.

The undersigned hereby form this association for the purpose of forming a non-profit corporation under the laws of the State of Florida, and certify as follows:

#### ARTICLE I

#### **NAME**

The name of the corporation is DCH RECOVERY FOUNDATION., INC.

#### **ARTICLE II**

#### <u>ADDRESS</u>

The principal office and mailing address of the corporation is 108 SE 31st Ave., Boynton Beach, Fl 33435

#### ARTICLE III

#### **INCORPORATORS**

The names and addresses of the persons signing these Articles are:

Name	Address
Raymond John Penno	108 SE 31st Ave. Bounton Beach, Fl 33435
Joe Bryan	4493 N. Ocean Blvd. Delray Beach, Fl 33483
James L. Weiss	3594 S. Ocean Blvd. #103 Highland Beach, Fl 33487

#### ARTICLE IV

#### **PURPOSE**

The corporation is a non-profit corporation formed for the purpose of engaging in activities within or without the State of Florida or the United States, as follows:

- 1. To raise and distribute charitable donations for the purchase and maintenance of property to house the Delray Central House Group of AA.
- 2. Further, the purposes for which this corporation. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE V

In furtherance of the foregoing purposes of this corporation, the corporation shall have the following rights and privileges:

- 1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or colony or dependency thereof.
- 2. To borrow or raise money for any of the purposes of the corporation, and from time to time, without limit as to amount, to draw, make accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether at that time owned or thereafter

acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

- 3. The corporation shall be authorized to exercise and enjoy all of the other powers, rights an privileges granted to or conferred upon corporations as set forth in the Statutes of the State of Florida.
- 4. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization except from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

#### ARTICLE VI

#### INCOME AND LIQUIDATION

This corporation shall be organized without capital stocks, and no dividends shall be paid, and no part of the income of the corporation shall be distributable to its members, directors or officers. The corporation may, however, pay compensation in a reasonable amount to its members, directors and officers for services rendered, and may confer benefits upon its members in conformity with its purposes. In the event of the dissolution or liquidation of the corporation, whether voluntary or involuntary, all assets of the corporation, after the payment of all debts and obligations of the corporation, shall be distributed to one or more organizations which are exempt organizations as defined in Section 501(c)(3) and Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended or any corresponding sections of any prior or future Internal Revenue Code or to the federal, state or local governments for exclusive public purposes.

Notwithstanding any other provisions herein to the contrary, this corporation shall not carry

on any other activities not permitted to be carried on by a corporation exempt from federal income tax laws under Section 501(c) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations thereunder as the same now exists, or they may be hereafter amended from time to time, or by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended and the Treasury Regulations thereunder as the same now exists, or they may be hereafter amended from time to time.

This corporation shall not operate in any manner which will discriminate against any person on the basis of race, creed, color or national origin.

#### ARTICLE VII

#### **DURATION**

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

#### ARTICLE VIII

#### **QUALIFICATIONS OF MEMBERS**

The membership of this corporation shall be as is set forth in the Bylaws of the corporation.

#### ARTICLE IX

#### INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 108 SE 31<sup>st</sup> Street, Boynton Beach, Fl 33435 and the initial registered agent of the corporation is Raymond John Penno at that address.

#### ARTICLE X

#### NAMES AND ADDRESSES OF SUBSCRIBERS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

Raymond John Penno 108 SE 31<sup>st</sup> St, Boynton Beach, Fl 33435

Joe Bryan 4493 N. Ocean Blvd., Delray Beach, Fl 33483

James L. Weiss 3594 S. Ocean Blvd. #103, Highland Beach, Fl 33487

#### ARTICLE XI

### **INITIAL BOARD OF DIRECTORS AND OFFICERS**

This corporation shall have three directors initially. The numbers of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than 3. The names and addresses of the directors of this corporation are:

Raymond John Penno

108 Se 31st St., Boynton Beach, FI 33435

Joe Bryan

4493 N. Ocean Blvd., Delray Beach, Fl 33483

James L. Weiss

3594 S. Ocean Blvd., #103, Highland Beach, Fl 33487

The initial officers of the corporation and their addresses are:

President:

Raymond John Penno

Treas/V.P.

James L. Weiss

Secretary

Joe Bryan

#### ARTICLE XII

#### **BYLAWS**

The Bylaws of the corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the Bylaws. Amendments to the Bylaws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance. A two-thirds vote shall be required for amendments to the Bylaws.

#### ARTICLE XIII

#### **AMENDMENTS**

Amendments to the Articles of Incorporation may be proposed by any member or director, and shall be adopted by a 2/3 vote of the members present at an annual business meeting after a proposed amendment has been presented in writing to each voting member not less than 10 business days prior to said annual business meeting. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary or Assistant Secretary and executed and acknowledged by the President or Vice President has been filed with the Secretary of State and all filing fees paid.

#### ARTICLE IX

#### **IRS RESTRICTIONS**

1. The corporation will distribute its income for each tax year at such time and in such

manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

- 2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- 3. The corporation will not retain any excess business holdings as defined in section 4943©) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- 4. The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- 5. The corporation will not make any taxable expenditures as defined in section 4945 ©) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

IN WITNESS WHEREOF, We have hereunto affixed our hands and seals at the Delray Beach, County of Palm Beach, State of Florida, this 23 day of Nov., 2005.

RAYMOND JOHN PENNO

OE BRYAN

JAMES L. WEISS

### STATE OF FLORIDA COUNTY OF PALM BEACH

**BEFORE ME** a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Raymond John Penno, Joe Bryan, and James L. Weiss, who are personally known to me \_\_\_\_ or presented <u>Divers</u> as identification, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23 day of November, 2005.

Notary Public

Doak S. Campbell III.
Commission # DD431261
Expires June 21, 2009
Expires June 21, 2009
Expires June 21, 2009

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that DCH RECOVERY FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business as City of Boynton Beach, State of Florida, named

RAYMOND JOHN PENNO, located at 108 SE 31st Ave, Boynton Beach, Fl 33435, as its agent to accept service of process within Florida.

DCH RECOVERY FOUNDATION, INC.

By:

Its: Incorporators

Date: Nov 23 , 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

RAYMOND JOHN PENNO Registered Agent

Date: Nov 23

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