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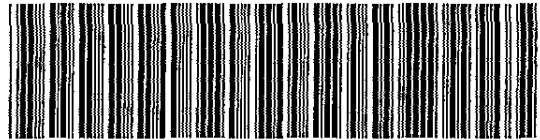
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

114

LAW OFFICES
JOSEPH BLONSKY, P.A.
95 MERRICK WAY
SUITE 100
CORAL GABLES, FLORIDA 33134
(305) 444-2716

FACSIMILE
(305) 444-3680

March 10, 2006

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

Ladies and Gentlemen:

I am enclosing the original and one copy of the articles of incorporation of Coalition To Prevent Abuse of Vulnerable Adults, Inc., for filing with the Division, together a check in the amount of \$78.75. When the original has been accepted and filed, I shall appreciate if you will send me a certified copy of the articles. Thank you.

Very truly yours,


Joseph Blonsky

encl
cc: P. Ehrlich

ARTICLES OF INCORPORATION
OF
COALITION TO PREVENT ABUSE OF
VULNERABLE ADULTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, each a natural person competent to contract, hereby associate themselves together to form a corporation, not for profit for the purpose of conducting their business and promoting the purposes hereinafter stated under the provisions Chapter 617 of the Florida Statutes and for these purposes to adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be COALITION TO PREVENT ABUSE OF VULNERABLE ADULTS, INC. ("Corporation").

ARTICLE II

PURPOSE

This not-for-profit corporation is organized for the following purposes:

- A. To promote and maintain an informed Miami-Dade, Florida community that recognizes and prevents abuse, neglect and exploitation of its vulnerable adult residents.
- B. To facilitate the necessary countywide inter-organizational cooperation and coordination needed to accomplish the purposes of Paragraph A.
- C. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

C. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

D. Notwithstanding anything herein to the contrary, the Corporation may exercise and any all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III

CORPORATE OFFICE

Both the principal office of the Corporation and its mailing address is 9500 Dadeland Boulevard, Miami, Florida 33156. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

ARTICLE IV

POWERS AND LIMITATIONS OF POWERS

A. Powers. The Corporation shall have the power:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(2) To act as trustee of property whenever the Corporation has either a beneficial, contingent or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(3) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(4) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(5) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(6) To perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation for the protection and benefit of the Corporation.

B. Limitation of Powers. Notwithstanding any of the powers of this Corporation through its Articles of Incorporation, Bylaws or the laws of the State of Florida, the following limitations of powers shall apply:

(1) This Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(2) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(3) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property

received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusive for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI

INCORPORATORS

The name and address of the Incorporator of the Corporation is:

Phyllis Ehrlich

Alliance for Aging, Inc.
9500 Dadeland Blvd., #400
Miami, FL 33156

ARTICLE VII

OFFICERS

The affairs of this Corporation shall be managed by a President, a Vice-President, a Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person. The officers shall be elected annually by the Board of Directors at such time and in such manner as shall be provided by the Bylaws.

ARTICLE VIII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors to be not less than three members; but it may be comprised of any number in excess thereof. The Directors shall be elected annually. The initial Board of Directors, who are to serve until the first election thereof, are:

Marjorie Aloni	20301 NE 30 Ave., #202, Aventura, FL 33180
Terry Abrams-Berger	1550 NE Miami Gardens Drive, ste 507, North Miami Beach, FL 33136
Phyllis Ehrlich	Alliance for Aging, 9500 Dadeland Blvd., #400, Miami, FL 33156
Melissa Lader-Barnhardt	SunTrust Bank, 2001 Hollywood Blvd., 2 nd floor, Hollywood, FL 33020
Mary Jo Lamont	Miami-Dade Police Dept. 7875 NW 12St., #200, Miami, FL 33136
Nicki Rivas	Catholic Hospice, 14875NW 77 Ave., #100, Miami, FL 33014
David Saltman	Jewish Community Services, 735 NE 125 St., No. Miami, FL 33161
Jean Sherman	Center on Aging and Disabilities, University of Miami, 1400 NW 10 Ave., ste 601, Miami, FL 33136

ARTICLE IX

REGISTERED AGENT

The initial registered office of the Corporation is c/o Terry Abrams-Berger, 1550 North Miami Boulevard, Suite 507, North Miami Beach, Florida 33179, and the initial registered agent of the Corporation at that address is Terry Abrams-Berger.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner: A proposal to amend may be made to the Board of Directors by any member of the Board and shall be adopted upon approval of said amendment by a two-thirds vote by the Board of Directors at any regular meeting or special meeting called for that purpose.

ARTICLE XI

DISSOLUTION AND LIQUIDATION


This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, has set his hand and seal this 22 day of February, 2006.


PHYLLIS EHRLICH

STATE OF FLORIDA)
):ss
COUNTY OF MIAMI- DADE)

The foregoing instrument was acknowledged before me this 22nd day of February, 2006 by PHYLLIS EHRLICH, ☒ who is personally known to me or ☐ who has produced _____ as identification.



Notary Public, STATE OF FLORIDA
My Commission Expires:



Pedro J Jove
My Commission DD193802
Expires March 28, 2007

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

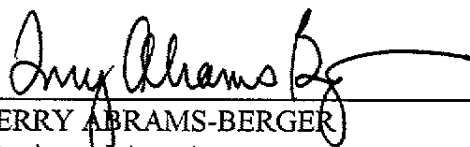
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

COALITION TO PREVENT ABUSE OF VULNERABLE ADULTS, INC., desiring to organize under the laws of the State of Florida, hereby designates Terry Abrams-Berger its registered agent and 1550 NE Miami Gardens Drive, Suite 507, North Miami Beach, Florida 33179 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



TERRY ABRAMS-BERGER
(Registered Agent)