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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 070254 7605056  
AUTHORIZATION : *Spuddean*  
COST LIMIT : \$ 70.00

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ORDER DATE : August 24, 2007  
ORDER TIME : 1:0 PM  
ORDER NO. : 070254-001  
CUSTOMER NO: 7605056

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DOMESTIC FILING

NAME: DIVINE HALLS OF HEALING, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
DIVINE HALLS OF HEALING, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07 SEP 18 AM 10:53

FILED

STATE OF FLORIDA

PALM BEACH COUNTY

BE IT KNOWN, that on the 1st day of September 2007, before me, a Notary Public in and for the State of Florida personally came and appeared the undersigned persons of full age of majority whose signatures are subscribed, who declared, in the presence of the undersigned competent witnesses, that, availing him/her of the provisions of Chapter 617, Florida Statutes, as amended, he/she does hereby organize a non-profit corporation under and in accordance with these Articles of Incorporation:

**ARTICLE I – NAME**

The name of this corporation is:

DIVINE HALLS OF HEALING, INC.

**ARTICLE II – PRINCIPAL OFFICE**

The principal administrative location shall be:

6371 Toulon Drive  
Boca Raton, Palm Beach County, Florida 33433

**ARTICLE III – PURPOSE**

This corporation is organized for charitable purposes and to carry on the following specific and primary purposes:

- a. To provide opportunities for low-income and moderate-income people to secure personal, financial, and grant services so as to assist in their temporary recovering needs as a result of unpredictable setbacks such as medical, unemployment, divorce, death, other personal hardships, and natural disasters.
- b. To establish affordable temporary residence while in recovery period.
- c. To preserve (through grant-ship) the quality and affordability of personal care for future residents of the community including but not limited to nursing, care-giving, screening, clothing, equipment, shuttles, childcare, education, personal items, and all necessities to normalize the individuals life-style or quality of life.
- d. To combat (through grant-ship) personal health and quality of life deterioration by promoting the neighborly care program which includes but is not limited to medical follow-up, relocation, personal shopping, spirituality, childcare including education needs, and personal counseling.
- e. To establish a permanent academic and continuing education center in the community that is dedicated to enhancing the quality of training, knowledge, and expertise in medical follow-up care, screening importance, related training, federal/state/local grant writing practices, government policies and procedures, administration, leadership, and project management, and other business related practices for commercial business supporters, small businesses, and individuals.

Divine Halls of Healing, Inc. is a non-profit organization designed to be a nationwide provider of superior personal services, education and training programs specifically geared toward low-income and moderate-income individuals and business. We offer a broad array of personal services and open-enrollment courses that address the practical and professional education needs of our staff, residents, students and specialists. Screening and training courses will be offered and attended by representatives from federal, state, local and Indian

tribal governments; colleges and universities, nonprofit organizations, commercial organizations; and private individuals.

To own real estate, to buy or sell, develop or lease, and generally handle, movable and immovable property of every nature and kind; to own and operate bank accounts, make, endorse and issue checks, notes, bills of exchange, borrow money, mortgage, pledge or pawn corporate assets to secure repayment of any indebtedness of the corporation.

To do any and all things necessary and with full authority to perform all acts necessary or proper to accomplish the purpose expressed or implied in these articles, or that may be incidental hereto.

#### **ARTICLE IV – MANNER OF ELECTION**

As indicated in the By-laws

#### **ARTICLE V – INITIAL DIRECTORS AND/OR OFFICERS**

A. The names of the first commissioners and addresses are as follows:

Donna C. Gogreve  
Chairman  
6371 Toulon Drive  
Boca Raton, FL 33433

Carolyn Holder  
1<sup>st</sup> Vice-Chairman  
102 SW 9<sup>th</sup> Avenue  
Delray Beach, FL 33444

Jean Moorefield  
Vice-Chairman  
120 NW 70 Apt #102  
Boca Raton, FL 33487

Diane Masson  
Secretary  
334 14<sup>th</sup> Street  
New Orleans, LA 70124

Paul Andoh  
Treasurer  
6371 Toulon Drive  
Boca Raton, FL 33433

B. The number, qualifications, terms of office, manner of election, compensation, and powers and duties of the commissioners, the time, place and manner of calling, giving notice of and conducting commissioners' meetings and the number of commissioners which shall constitute a quorum shall be prescribed by the by-laws.

- C. The terms "commissioner" and "board of commissioners" shall be read to be analogous to the terms "director" and board of directors,"

#### **ARTICLE VI – INITIAL REGISTERED AGENT AND ADDRESS**

The full name and post office address of its registered agent is:

Corporation Service Company  
1201 Hays Street, Tallahassee, FL 32301

#### **ARTICLE VII - INCORPORATOR**

The name and post office address of the incorporator of this organization is as follows:

Donna C. Gogreve  
6371 Toulon Drive  
Boca Raton, FL 33433

#### **ARTICLE VIII - NATURE OF THE CORPORATION**

This is a non-profit, non-member corporation organized under the laws of the State of Florida, not involving pecuniary benefit or gain to its commissioners and not paying dividends or other pecuniary remuneration to commissioners or officers; provided that the corporation may pay reasonable compensation or salaries for services rendered.

#### **ARTICLE IX – DURATION**

The corporation shall enjoy corporate existence perpetually.

#### **ARTICLE X – BASIS OF ORGANIZATION**

- This corporation shall be organized without capital stock and is designated as a "non-member" corporation.
- The founders, Donna C. Gogreve (25% interest), Carolyn Holder ((25% interest) Jean Moorefield (25% interest) and Diane Masson (25%); her/their

heirs [restricted to principle owners' children through the following named individuals as power of attorney representatives (for minors) which include Diane or Anthony Masson for Stephen H. Gogreve, Jr. (25% interest), and Diane or Anthony Masson, Sr. for Anthony Jr., Mallory, and Miranda Masson (25% combined Masson interest) and Kyle Holder (25% Holder interest) and Rafer Schieck (25% Moorefield interest)] and assigns, shall hold a permanent position on the Board of Commissioners, as well as on the Executive Committee of the Corporation and as upper-management employees.

- Donna C. Gogreve shall act as Chief Executive Officer of the Corporation. Diane Masson shall act as Chief Programs Director. Jean Moorefield shall act as the Chief Operation Officer. All positions shall possess equal responsibility and equal weight of authority.

#### **ARTICLE XI – DUES AND ASSESSMENTS**

All matters pertaining to dues and assessments and the enforcement of same shall be regulated by the Board of Commissioners of the corporation.

#### **ARTICLE XII – OFFICERS**

The Board of Commissioners shall elect a Chairman, a 1<sup>st</sup> Vice-Chairman, Vice-Chairman, Secretary and Treasurer. The Chairman shall appoint two other members of the Board of Commissioners to serve on the executive committee. Once appointed, these commissioners shall serve conterminously with the duly elected officers of the corporation. These commissioners, along with Donna C. Gogreve, shall constitute the Executive Committee of the Board of Commissioners. The Board of Commissioners may elect any other officers, assistant officers, and agents as may be authorized in the by-laws. The by-laws may prescribe special qualifications for each officer.

#### **ARTICLE XIII – BY LAWS**

The Board of Commissioners shall have authority to make and alter by-laws, including, but not limited to, the right to make or alter by-laws fixing their qualifications, classification or term of office, or fixing or increasing the compensation for services rendered to the corporation. However, the Board of Commissioners shall not have the authority to alter or revoke the permanent positions of Jean Moorefield, Carolyn Holder, Diane, Masson, and Donna C. Gogreve [his/her heirs (restricted through power of attorneys: Diane C. Masson for Stephen H. Gogreve, Jr. and Anthony Masson, Sr. for Anthony, Jr., Mallory, and Miranda Masson; Kyle Holder (heir of Carolyn Holder) and Rafer Schieck (heir of Jean Moorefield) or assigns, on the Board of Commissioners and the Executive Committee.

#### **ARTICLE XIV – LIABILITY OF MEMBERS & OFFICERS**

No member or officer shall be personally liable for the obligations of the corporation. The corporation shall provide liability insurance coverage for all acting members of the Board of Commissioners.

#### **ARTICLE XV**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501c3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### **ARTICLE XVI**

No part of the net earnings of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for Corporation affecting one or more of its purposes, and no commissioner and/or officer of the corporation shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.



**ARTICLE XVII**

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.

**ARTICLE XVIII - DISSOLUTION**

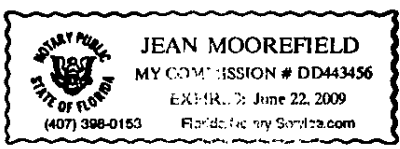
Upon the dissolution of the corporation the assets of the corporation shall be distributed exclusively to one or more charitable, religious, scientific, or educational organizations which qualify under the provisions of Section 501c3 of the Internal Revenue Code.

THIS DONE AND SIGNED, in triplicate, at my office in the State Of Florida aforesaid on the day, month and year hereinabove set forth, and in the presence of the undersigned competent witnesses and me, after due reading of the whole.

WITNESSES:  
*Keith A. Brown*

INCORPORATOR:  
*Donna Gogreve*  
Donna Gogreve

Sworn and Subscribed to before  
Me on the 1st day, SEPTEMBER  
2007 first above set forth



NOTARY

*Jean Moorefield*  
JEAN MOOREFIELD

**STATE OF FLORIDA**  
**ACCEPTANCE OF APPOINTMENT**  
**AS REGISTERED AGENT OF**  
**DIVINE HALLS OF HEALING, INC.**

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

  
Signature of Registered Agent

**Troy Toda**  
**as its agent**

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