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FLORIDA PROFIT/NON PROFIT CORPORATION
JAFCO RESPITE AND FAMILY RESOURCE CENTER FOR
CHILDREN WITH DEVELOPMENTAL
DISABILITIES, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (05), and Estimated Charge (\$78.75).

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**ARTICLES OF INCORPORATION**

**OF**

**JAFCO RESPITE AND FAMILY RESOURCE CENTER FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES, INC.**

**(Not-For-Profit)**

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:

**ARTICLE I. NAME**

The name of the Corporation shall be JAFCO RESPITE AND FAMILY RESOURCE CENTER FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES, INC. (hereinafter the "Corporation").

**ARTICLE II. PRINCIPAL AND MAILING ADDRESS**

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

**ARTICLE III. REGISTERED AGENT AND ADDRESS**

The Corporation's initial registered agent and registered agent address is Louise Allen 3017 Birkdale, Weston, Florida 33332.

**ARTICLE IV. PURPOSE**

The corporation is organized exclusively to promote religious, scientific, literary, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, either directly or through other religious, scientific, literary, educational, or charitable organizations.

The Corporation shall provide assistance to special needs children and their families providing respite care, state-of-the-art treatment, support, research and education for parents, siblings and professionals in the community relating to the care of children with developmental disabilities. The Corporation shall also provide temporary shelter or foster care placement for a child with a developmental disability who is at-risk.

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 there from or distribute the same for the above purposes. 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 above. 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 purposes.

#### **ARTICLE V. EXEMPT STATUS**

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.

## ARTICLE VI. BOARD OF TRUSTEES

This corporation shall be under the management of a Board of Trustees. A Trustee shall have the same definition, qualifications and duties of a Director, as prescribed by Florida statute. The Trustees shall be such persons who from time to time meet the qualifications provided in this Article. The Corporation shall have a minimum of three (3) Trustees at all times and a maximum of twenty-five (25) Trustees. The number of Trustees may be decreased or increased as more particularly described herein or in the Bylaws, but in no event shall the Corporation ever have less than three Trustees. Each Trustee shall be entitled to one (1) vote upon any matter properly submitted to the Trustees for their vote. The initial Trustees and their respective addresses are:

| Name            | Address   |
|-----------------|---|
| Louise Allen    | 3017 Birkdale, Weston, Florida 33332                              |
| Alfred Katzin   | 7901 SW 6 <sup>th</sup> Court, Ste 140, Fort Lauderdale, FL 33314 |
| Randi Winter    | 9564 Savona Winds Drive, Delray Beach, FL 33446                   |
| Alan Levy       | 11 Southwest 15 <sup>th</sup> Street, Fort Lauderdale, FL 33315   |
| Ronald D. Simon | 10540 La Reina Road, Delray Beach, Florida 33446                  |

All Trustees shall be selected by JAFCO Children's Foundation, Inc., a Florida not-for-profit corporation. 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 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 Children's Foundation, Inc. Any Trustee may be removed with or without cause by a majority vote of the Trustees. Notwithstanding anything contained herein to the contrary, at least three (3) Trustees must also be a currently serving Trustee of JAFCO Children's Foundation, 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 Children's Foundation, Inc.

#### **ARTICLE VII. DISSOLUTION**

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits or dividends to any officer, trustee, director or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further express provision of these Articles that the assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation to any exempt organization(s) under Section 501(c)(3) as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE VIII. TRUSTEE AFFIRMATIVE VOTE**

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;
- (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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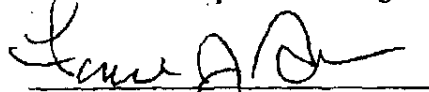
**ARTICLE IX. MEMBERS**

The Corporation will not have any members.

**ARTICLE X. INCORPORATOR**

The name and address of the incorporator is: Louise Allen, 3017 Birkdale, Weston, Florida 33332.

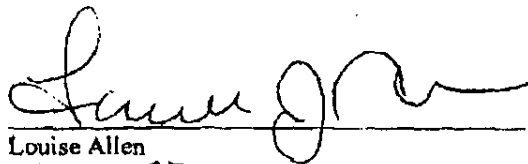
IN WITNESS WHEREOF, these Articles of Incorporation are signed by its President, this 27 day of March, 2012.

  
\_\_\_\_\_  
Louise Allen, President

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

**JAFCO RESPITE AND FAMILY RESOURCE CENTER FOR CHILDREN WITH DEVELOPMENTAL DISABILITIES, INC.**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Louise Allen  
Date: March 27 2012