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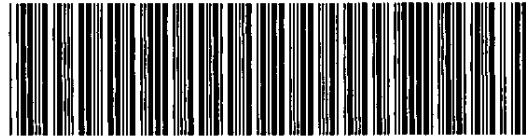
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12 JUL 23 PM 2:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
7/24/12

LAW OFFICES
RYAN & RYAN, LLC
THIRD FLOOR
700 EAST DANIA BEACH BOULEVARD
DANIA BEACH, FLORIDA 33004-3090

ARCHIE J. RYAN III
TIMOTHY M. RYAN
CHRISTOPHER J. RYAN*
VICTORIA J. PAPPAS
**Board Certified City,
County and Local
Government Lawyer*

TELEPHONE (954) 920-2921
FACSIMILE (954) 921-1247

July 19, 2012

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Formation of Pembroke Park Cares, Inc.
Our File No. 22598E

Greetings:

Enclosed please find the original Articles of Incorporation of Pembroke Park Cares, Inc. which we request that you file in the official records of the Division of Corporations. Enclosed also please also find our Trust Account Check number 18434 in the amount of \$70.00 representing the filing fee for this Corporation. Enclosed also please find a photocopy of the Articles of Incorporation, which we request that you time stamp and return to our law firm in the enclosed envelope.

Thank you for your assistance in this matter.

Very truly yours,



CHRISTOPHER J. RYAN

CJR/cs

Enclosures

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**Articles of Incorporation of
PEMBROKE PARK CARES, INC.,
a Florida Not For Profit Corporation**

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12 JUL 23 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a Corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation is PEMBROKE PARK CARES, INC. The principal office of the Corporation is located at 3150 SW 52nd Avenue, Pembroke Park, Florida, 33023, and the mailing address is 3150 SW 52nd Avenue, Pembroke Park, Florida, 33023.

ARTICLE II

CORPORATE EXISTENCE

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

ARTICLE III

CORPORATE PURPOSES

The Corporation is a not for profit organization formed and operated exclusively as a charitable organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code for

the advancement of the interests of persons residing in the Town of Pembroke Park, Florida.

The objectives of the Corporation are, but not limited to, preserving the current lifestyle in the Town of Pembroke Park, assisting Town of Pembroke Park residents in need of financial support, and promoting the multi cultural heritages and activities of the residents of the Town of Pembroke Park. The Corporation's purposes shall also include the acceptance from any party, from time to time, of contributions and deriving of income to be used exclusively for the purposes set forth above. No part of the assets or the net earnings of the Corporations shall inure to the benefit of any officer, director, member, or any other person.

ARTICLE IV

CAPITAL STOCK

The Corporation shall not have any capital stock.

ARTICLE V

MEMBERS

The Corporation may or may not have a membership distinct from the Board of Directors. In the event the Corporation has members, the authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments, shall be as regulated in the By-Laws of the Corporation.

ARTICLE VI

BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which shall be equal to the number of Commissioners on the Pembroke Park Town Commission. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the next annual meeting of Directors and until the qualification of their successors in office. Annual meetings shall be held on the third Monday in March of each year at the principal office of the Corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law must be taken at a meeting which conforms to the requirements of Chapter 286, Florida Statutes, as amended.

The names and business addresses of the persons who are to serve as the initial Directors of the Corporation are:

<u>Name</u>	<u>Residential Address</u>
HOWARD P. CLARK JR.	3150 SW 52 nd Avenue Pembroke Park, Florida 33023
GEORGINA COHEN	3150 SW 52 nd Avenue Pembroke Park, Florida 33023
ASHIRA MOHAMMED	3150 SW 52 nd Avenue Pembroke Park, Florida 33023

EMMA SHOAFF

3150 SW 52nd Avenue
Pembroke Park, Florida 33023

ANNETTE WEXLER

3150 SW 52nd Avenue
Pembroke Park, Florida 33023

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is: CHRISTOPHER J. RYAN, 700 East Dania Beach Boulevard, Dania Beach, Florida 33004.

ARTICLE VIII

REGISTERED AGENT

The street address of the initial registered agent of the Corporation is 700 East Dania Beach Boulevard, Dania Beach, Broward County, Florida 33004. The name of its initial registered agent at that address is CHRISTOPHER J. RYAN.

ARTICLE IX

OFFICERS

The Board of Directors shall elect the following officers: President, Vice-President, Treasurer, and Secretary, and any other officers which the By-Laws of this Corporation authorize the Directors to elect. Officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE X

BY-LAWS

Subject to the limitations contained in the By-Laws and any limitations set forth in the Not For Profit Corporation Act of Florida described above concerning corporate action that must be authorized or approved by the members of the Corporation, the By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the By-Laws.

ARTICLE XI

CORPORATE PROPERTY

The property of this Corporation is irrevocably dedicated to the betterment of the Town of Pembroke Park residents as a whole and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

ARTICLE XII

DISSOLUTION

On the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XIII

CORPORATE FUNDS

All revenue, profit, income and money received from the conduct of this Corporation, or from membership dues, will be used and employed for furthering the end purpose of said Corporation, and not for the benefit of the directors, officers or members of said Corporation individually.

This Corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the Corporation, and in general to possess all rights, privileges and immunities, and enjoy all the benefits granted to corporations not for profit under the laws of the State of Florida.

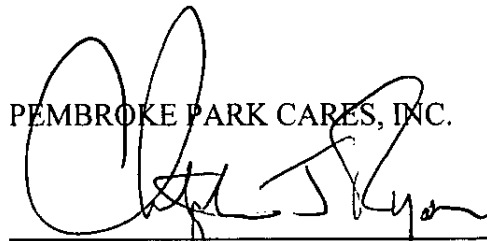
ARTICLE XIV

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be such adopted by a vote of two-thirds (2/3) of members of the Corporation present and voting at the meeting.

I, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit corporation under the Laws of Florida, have executed these Articles of Incorporation on July 18, 2012.

PEMBROKE PARK CARES, INC.




CHRISTOPHER J. RYAN, INCORPORATOR

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12 JUL 23 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

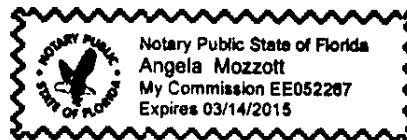
PERSONALLY APPEARED before me, the undersigned authority, CHRISTOPHER J. RYAN, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pembroke Park, Broward County, Florida, this 18 day of July, 2012.



Notary Public

My Commission Expires:



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STATE OF FLORIDA
DEPARTMENT OF STATE

FILED
12 JUL 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate Designating Place of Business or Domicile for the Service of Process Within This State, Naming Agency Upon Whom Process May be Served and Name and Addresses of the Officers and Directors.

The following is submitted, in compliance with Chapter 48-091, Florida Statutes.

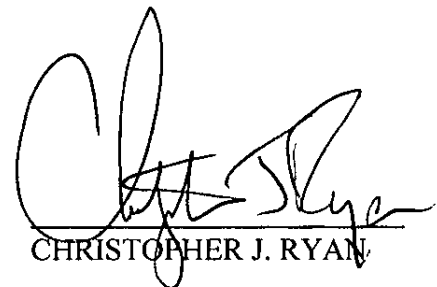
PEMBROKE PARK CARES, INC.

a corporation not-for-profit organized (or organizing) under the laws of the State of Florida, with its principal office at 3150 SW 52nd Avenue, Pembroke Park, Broward County, Florida, has named CHRISTOPHER J. RYAN, located at 700 East Dania Beach, Dania Beach, Broward County, Florida, as its agent to accept service of process within this state.

BOARD OF DIRECTORS:

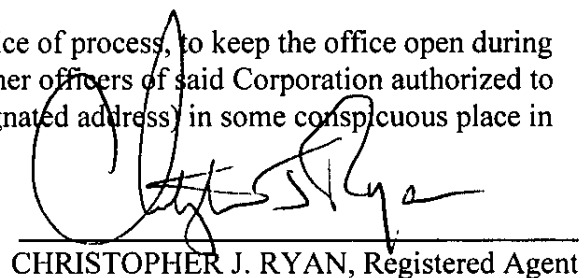
Howard P. Clark, Jr.
Georgina Cohen
Ashira Mohammed
Annette Wexler
Emma Shoaff

Dated this 18th day of July, 2012.


CHRISTOPHER J. RYAN

ACCEPTANCE:

I agree, as Registered Agent, to accept service of process, to keep the office open during prescribed hours, and to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.


CHRISTOPHER J. RYAN, Registered Agent