

**N13000000218**

## Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION****wellington cares, inc.**

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THE LAW OFFICES OF



# ALEXANDER L. DOMB, P.A.

January 7, 2013

Secretary of State  
Division of Corporations  
Tallahassee, Florida 32301

RE: Incorporation of Wellington Cares, Inc.

To Whom It May Concern:

The undersigned attorney is the incorporator of Wellington Cares, Inc. Wellington Cares, Inc., is being filed as a Not For Profit Corporation. The Incorporators of Wellington Cares, Inc., are also the incorporators or organizers of Wellington Cares, LLC, a Florida limited liability company.

Pursuant to the requirements of the Internal Revenue Service, limited liability company cannot be an exempt corporation under Section 501(c)(3) of the Internal Revenue Code, and they have asked us to change the LLC to a not for profit corporation.

After Wellington Cares, Inc., is duly formed and existing, we intend to either dissolve Wellington Cares, LLC or alternatively, to merge the LLC into the not for profit corporation.

Therefore, as the owners of Wellington Cares, LLC, the members hereby consent to the formation of Wellington Cares, Inc.

Sincerely,

ALEXANDER L. DOMB, P.A.

By:

ALEXANDER L. DOMB

11199 POLO CLUB ROAD, SUITE 1, WELLINGTON, FLORIDA 33414 • T 561.578.8900 F 561.578.8901

# ARTICLES OF INCORPORATION

OF

## WELLINGTON CARES, INC.

(A Corporation Not for Profit)

The undersigned hereby submit the following Articles of Incorporation for the formation of a corporation not-for-profit in accordance with the laws of the State of Florida.

I.

The name of this corporation is **WELLINGTON CARES, INC.**

II.

The term for which this corporation shall exist shall be perpetual.

III.

The general nature of the business or businesses to be transacted by said corporation shall be as follows:

This Corporation is organized and shall be operated exclusively for charitable purposes, under Section 501(c)(3) of the Internal Revenue Code and more specifically for the purpose of promoting Naturally Occurring Residential Communities and the ancillary services necessary in order to permit those elderly persons 65 years of age and older to remain in their homes with a measure of independence, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or for the furtherance of any of the powers herein set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part thereof, provided, that the same be not inconsistent with the laws under which

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this not for profit corporation is organized.

No part of the net earnings of WELLINGTON CARES, INC. shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereinafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as Board of Directors shall determine.

The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

The membership of this corporation shall be open to all persons who; have a definable interest in the business and/or techniques to support and promote Naturally Occurring Residential Communities and the ancillary services necessary in order to permit those elderly persons 65 years of age and older to remain in their homes with a measure of independence.

The By-Laws may impose other conditions of membership from time to time.

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VI.

The street address of the initial registered office of this corporation is **11199 Polo Club Road, Suite 1, Wellington, Florida 33414** and the name of the initial registered agent of this corporation at that address is **ALEXANDER L. DOMB**. The principal place of business is **13650 COLUMBINE AVENUE, WELLINGTON, FL 33414**.

VII.

This corporation shall have as directors initially those persons who are designated in this Article below. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than Three (3) nor more than Five (5). The By-Laws shall determine the method of director selection for the corporation. The name(s) and address(es) of the initial director(s) of this corporation is (are):

<u>NAME</u>	<u>ADDRESS</u>
MARY KATHLEEN FOSTER	13650 COLUMBINE AVENUE WELLINGTON, FL 33414
CHERYL ANDERS	2257 SEAFORD AVENUE WELLINGTON, FLORIDA 33414
JOAN MANNING	1738 THE 12TH FAIRWAY WELLINGTON, FLORIDA 33414
MARIAN FRANK	1375 GREEN TREE TRAIL WELLINGTON, FLORIDA 33414
JOSEPH SCARPA	3612 AIKEN COURT WELLINGTON, FLORIDA 33414
MELODY DOMB	10633 VERSAILLES BOULEVARD WELLINGTON, FLORIDA 33414

VIII.

The names and addresses of the officers who are to conduct the business of this corporation until those elected at the first election are as follows:

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WELLINGTON, FLORIDA 33414  
PHONE: (561) 578-8900  
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President: MARY KATHLEEN FOSTER 13650 COLUMBINE AVENUE  
WELLINGTON, FL 33414  
Vice President: CHERYL ANDERS 2257 SEAFORD AVENUE  
WELLINGTON, FL 33414  
Secretary: JOAN MANNING 1738 THE 12TH FAIRWAY  
WELLINGTON, FL 33414  
Treasurer: MARIAN FRANK 1375 GREEN TREE TRAIL  
WELLINGTON, FL 33414

IX.

The name and address of the person signing these Articles as Incorporator is:

ALEXANDER L. DOMB, ESQUIRE  
11199 POLO CLUB ROAD, SUITE 1  
WELLINGTON, FLORIDA 33414

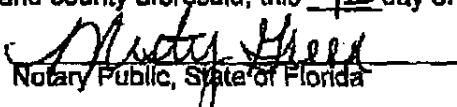
IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 7 day of January, 2013.

  
ALEXANDER L. DOMB, Incorporator

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 ALEXANDER L. DOMB, who is  
personally known to me or who produced a drivers license as identification, and  
who executed the foregoing Articles of Incorporation, and he acknowledged before me  
that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official  
seal, in the state and county aforesaid, this 7th day of January, 2013.

  
Notary Public, State of Florida

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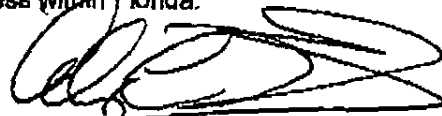
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST—that WELLINGTON CARES, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of Business at Village of Wellington, State of Florida, has named ALEXANDER L. DOMB located at 11199 POLO CLUB ROAD, SUITE 1, WELLINGTON, FLORIDA 33414, State of Florida, as its Agent to accept Service of Process within Florida.

SIGNATURE

  
ALEXANDER L. DOMB

TITLE: INCORPORATOR

DATE

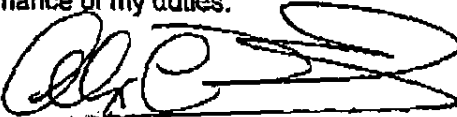
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HAVING BEEN NAMED to accept Service of Process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE

(RESIDENT AGENT)

DATE



11/7/13

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TALLAHASSEE, FLORIDA

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