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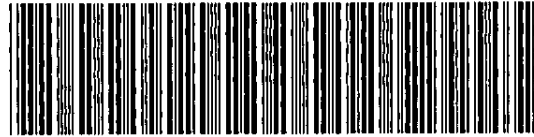
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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 26, 2013

ENCORE CENTER, INC.  
6444 2ND PALM POINT  
ST PETE BEACH, FL 33706

SUBJECT: ENCORE CENTER, INC.  
Ref. Number: W13000011517

We have received your document for ENCORE CENTER, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 613A00004617

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

The undersigned, being at least 18 years of age, do hereby form a corporation under the laws of the State of Florida as follows:

**ARTICLE I – NAME**

The Name of the Corporation is: Encore Center, Inc.

**ARTICLE II – INITIAL REGISTERED OFFICE**

The corporation's initial registered office is:  
6444 2<sup>nd</sup> Palm Point  
St. Pete Beach, FL 33706.

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**ARTICLE III – PURPOSE**

The purpose for which this Corporation is organized is the transaction of any and all lawful business for which non-profit corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time. Said Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

To the extent that the following conforms to such charitable, scientific and educational purposes, the general nature of the business to be transacted by the Corporation is more specifically as follows:

- i. To establish Healing and Wellness Services addressing the unique physical, social, emotional and spiritual needs of individuals and the community at large.
- ii. To provide preventive programs that promote healthy living and healthy life style.
- iii. To foster descent affordable housing for low- and moderate- income persons, seniors, veterans, persons with disabilities, and the like.
- iv. To educate the community on green technology and rehab that takes advantage of energy independence and universally designed affordable housing.
- v. To support individuals in identifying and exploring life choices and empowering them to attain their career goals through counseling, education, training and support which leads to sustainable living.
- vi. To support the comprehensive needs of the community through collaboration, advocacy and referral.

vii. To solicit and receive contributions, purchase, own and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity "in furtherance of, incidental to, or connected with any of the other purposes."

#### **ARTICLE IV - BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors whose number and term shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of three directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected and qualified are:

1. Alan Frankel  
6444 2nd Palm Point  
St. Pete Beach, FL 33701
2. Alon Yedvab/Digiday  
154 Grand St. 3<sup>rd</sup> Floor  
New York, New York 10130
3. Timothy Brumlik  
444 West 40th Street  
Miami Beach, Florida 33140

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws. **The directors shall elect their successors.**

Except as otherwise provided in these Articles of Incorporation, the Board of Directors, by a majority vote of those present at a duly-convened meeting, shall have the power to adopt, amend and rescind the Bylaws for the governing of the Corporation, to fill vacancies occurring in the Board of Directors, or in the offices of the Corporation, from any cause, and to designate such powers and duties for said officers as they may be prescribed.

#### **ARTICLE V – REGISTERED AGENT**

The Registered Agent is Miriam Frankel, whose physical address is:  
6444 2<sup>nd</sup> Palm Point  
St. Pete Beach, FL 33706.

#### **ARTICLE VI – INCORPORATOR**

The name and address of the Incorporator is Miriam Frankel, whose physical address is  
6444 2<sup>nd</sup> Palm Point  
St. Pete Beach, FL 33706.

## **ARTICLE VII – DURATION**

The period of duration of this corporation is perpetual.

## **ARTICLE VIII – MEMBERSHIP**

The Corporation will not have members.

## **ARTICLE IX -- PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements) 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 other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section or provision of any future United States Internal Revenue law or federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section or provision of any future United States Internal Revenue law or federal tax code.

## **ARTICLE X – DISSOLUTION**

Upon the winding up and dissolution of this Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all of the liabilities of the Corporation, the remaining assets exclusively for the purposes of the Corporation shall be distributed to a non-profit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue law or federal tax code, as the Board of Directors shall determine.

## **ARTICLE XI – INDEMNIFICATION**

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trustor, other enterprise, in all circumstances in which, and to

the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Florida as then in effect.

The power of indemnification under the Florida Revised Statutes shall not be denied or limited by the Bylaws.

## ARTICLE XII – DISCRIMINATION

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

## ARTICLE XIII – AMENDMENTS

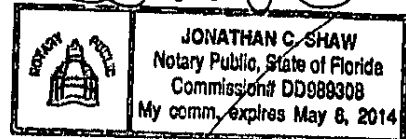
These Articles of Incorporation may be amended from time to time only by a majority vote of the Board of Directors of the Corporation present, in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

IN WITNESS WHEREOF, I, the undersigned Incorporator, execute this 19 day of

February. March 2013

Signed: *[Signature]*

*[Signature]*  
Miriam Frankel



For Alan Frankel who is personally known to me

### Consent To Act As Registered Agent

I, Miriam Frankel, having been designated to act as registered agent for

Encore Center Inc., Inc, hereby acknowledge,

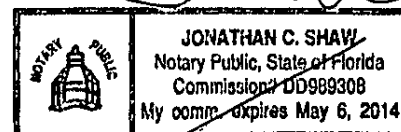
consent, and accept the appointment as registered agent effective this 3<sup>rd</sup> day of

January, 2013, and I shall act in this capacity until removal or resignation is submitted in

accordance with Florida Revised Statutes.

Signed: *[Signature]*

Miriam Frankel



for Alan Frankel who is personally known to me