

N95000001090

*Harry Monis Century Financial Serv.*  
(Requestor's Name)  
*185 Spanish Rider Blvd.*  
(Address)  
*Boea Station, N.J. 33431*  
(City, State, Zip) (Phone #)  
*(407) 367-0111*

11110011-4130111  
00000000000000000000  
\*\*\*\*122.50 \*\*\*\*122.50

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. *Master Care, Inc.*  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N95-4695

D. BROWN MAR - 8 1995

Examiner's Initials

March 7, 1995

Ms. Doris Brown  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: MASTERCARE, INC.  
Ref. Number: W9500004695

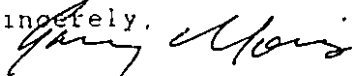
Dear Ms. Brown:

Per your letter of March 2, 1995 (enclosed), the above corporate name has been amended to MASTERCARE FUND, INC., in accordance with your instructions.

I am resubmitting two original documents for your handling. I further understand that Jack Larson spoke with you on the morning of March 7 regarding the effective date of incorporation. We ask that the effective date of incorporation be the date of your receipt/review of our original application. Jack indicated that this should not be a problem assuming all documents are in order.

As before, I am enclosing a return express mail envelop to the attention of Jack Larson. As you have my check, and now the revised documents, I would anticipate that the application for incorporation is complete. Should you require further information, please communicate with either Jack Larson or myself.

Sincerely,



Gary Morris  
13955 Ishnala Circle  
West Palm Beach, Florida 33414  
407-793-8508



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 2, 1995

CENTURY FINANCIAL SERVICES, INC.  
ATTN: GARY MORRIS  
185 SPANISH RIVER BOULEVARD  
BOCA RATON, FL 33431

SUBJECT: MASTERCARE, INC.  
Ref. Number: W95000004695

We have received your document for MASTERCARE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 695A00009435

**ARTICLES OF INCORPORATION**

**OF**

**MASTERCARE FUND, INC.**

**ARTICLE I**

**NAME**

The name of this Corporation shall be MasterCare Fund, Inc.

**ARTICLE II**

**PRINCIPALS PLACE OF BUSINESS AND MAILING ADDRESS**

The principle address of this Corporation shall be 14019 Aster Avenue, Wellington, Florida 33414.

**ARTICLE III**

**PURPOSES**

The purposes for which this Corporation are organized are exclusively charitable, religious cultural, scientific, medical, and educational, within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder, being principally to undertake activities intended to:

a) provide humanitarian aid to children or adults in severe need or distress by, among other things, providing food, clothing and medicines to alleviate their needs and to respond in appropriate measures to improve living conditions of such children, or adults in the State of Florida, the U.S.A., or throughout the world;

b) provide emergency humanitarian assistance in times of crisis where the lives of children and adults are endangered by natural disasters, war or other calamities;

c) recruit volunteers in the State of Florida, the U.S.A., and in other countries to assist in the physical, mental, social and spiritual development of children and adults with emphasis in the areas of education, physical and mental therapy programs, and medical programs.

d) provide such other services or assistance as would enable needy children or adults to enjoy, as much as possible, the protection, treatment and care a person requires to develop and lead a normal and healthy life;

e) receive, hold, acquire and accept gifts, bequests, donations, and legacies; and

f) do all such things as are incidental or conducive to the attainment of the above objects.

#### ARTICLE IV

##### TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

#### ARTICLE V

##### INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Jack S. Larson, 14019 Aster Avenue, Wellington, Florida 33414

Gary H. Morris, 13955 Ishnala Circle, West Palm Beach, FL 33414

Yvonne Morris, 13955 Ishnala Circle, West Palm Beach, FL 33414

#### ARTICLE VI

##### QUALIFICATION OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members shall be set forth in the By-Laws of this Corporation.

No Director shall be personally liable to the Corporation or to its members for monetary damages for any breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit such director's liability to the Corporation or to its member for monetary damages for the following: (1) any breach of such director's duty of loyalty to the Corporation or to its member, (2) any of such director's acts or omissions not in good faith or which involve

intentional misconduct or a knowing violation of the law, (3) acts specifically in C.R. S. Section 7-24-111, as it now exists or hereinafter may be amended (regarding a director's assent to or participation in the making of any loan by the Corporation to any director or officer of the Corporation), (4) any transaction from which the Board of Directors shall have power to alter, amend, or repeal the By-Laws from time-to-time in force and adopt new By-Laws.

The By-Laws of the Corporation may contain provisions for the regulation or management of the affairs of the Corporation that are not inconsistent with the law or these Articles of Incorporation, as these Articles may from time-to-time be amended. However, no By-Law at any time in effect, and no amendment to these Articles, shall have the effect of giving any member which is not then an exempt organization described in Section 501(c)(3) of the Internal Revenue Code, or any director or officer of the Corporation any proprietary interest in the Corporation's property or assets, whether during the term of the Corporation's existence or as an incident to its dissolution.

## ARTICLE VII

### MANAGEMENT OF CORPORATE AFFAIRS

The Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided shall be as set forth in the By-Laws of the Corporation. The manner in which members of the Board of Directors are to be elected shall be set forth in the By-Laws.

Employment of Staff: The Board of Directors may retain staff for the purposes of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set forth by the Board of Directors, and with the qualifications and provisions outlined in the By-Laws.

## ARTICLE VIII

### LIMITATION OF CORPORATE POWERS

Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of this Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

To have and to exercise any and all powers conferred upon Corporations, both for profit and not for profit, under the status of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purpose as set forth above.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. However, if the Corporation is an organization to which Section 501(h) of the Internal Revenue Code applies and the Corporation has effectively elected to have such section apply, the Corporation shall have power to carry on the activities permitted by such section, but only to the extent such activities shall not result in the denial of exemption under such section. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Other provisions of these Article of Incorporation notwithstanding, this Corporation shall not carry on any other activity not permitted to be undertaken by: (1) a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (2) a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;

The Corporation shall be empowered either alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for the furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such manner as would disqualify the Corporation from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code;

## ARTICLE IX

### REGISTERED OFFICE AND AGENT

The address of the Corporation's initial office in the State of Florida:  
14019 Aster Avenue, Wellington, Florida 33414

The name of this Corporation's initial registered agent is:

Jack S. Larson

## ARTICLE X

### BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

## ARTICLE XI

### AMENDMENT OF ARTICLES

Amendment to these Articles of Incorporation may be proposed by a Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of the Board of Directors of the Corporation.

## ARTICLE XII

### DISSOLUTION

In the event of dissolution of the Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Section 501 (c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for the exclusive public purposes and use.

## ARTICLE XIII

### NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion. This principle shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board of Directors.



IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 19th day of January, 1995.

*Gary H. Morris*  
Gary H. Morris

*Yvonne Morris*  
Yvonne Morris

*Jack S. Larson*  
Jack S. Larson

State of Florida

County of Palm Beach

Before me, the undersigned officer, Katherine B. Trifiletti personally appeared, Jack S. Larson, who being first duly sworn, acknowledged to me that they are the persons described as the Incorporators of, and the ones who executed, the foregoing Articles of Incorporation, and that they executed the same for the purpose therein expressed.

Witness my hand and seal this 20<sup>th</sup> day of Sept, 1995.

*Katherine B. Trifiletti*  
Notary Public of Florida

My Commission Expires: \_\_\_\_\_

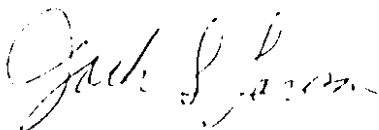
OFFICIAL NOTARY SEAL  
KATHERINE B. TRIFILETTI  
Notary Public, State of Florida  
Commission No. CC272838  
My Commission Expires 3/30/97  
Bonded Through U.A. Notary Service & Bonding Co.  
FIDELITY-BONDING

January 20, 1995

To whom it may concern:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation MasterCard Fund, Inc.

Sincerely,

A handwritten signature in cursive script, appearing to read "Jack S. Larson".

Jack S. Larson  
Registered Agent  
MasterCard Fund, Inc.  
14019 Aster Avenue  
Wellington, FL 33414