

N95000003292

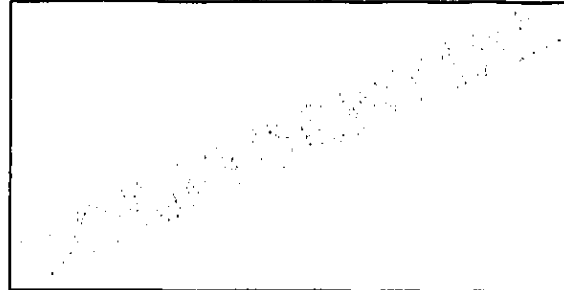
MICHAEL F. LANHAM

Attorney At Law - A Professional Association

Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130
Telephone: (305) 358-7646
Fax: (305) 358-8749

June 28, 1995

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314



700001531417
-07/06/95--01098--004
****131.25 ****131.25

RE: Articles of Incorporation for the:
Paralyzed Veterans Association of Florida Quality Thrift Shop

Enclosed is the original and one (1) copy of the Articles of Incorporation and a check for \$131.25 for the filing fee, a certified copy and a certificate.

The above referenced name has previously been reserved.

If there are any questions concerning these Articles please call, time is of the essence. We thank you for your cooperation in this matter. With regards,

Paula Taylor, Executive Director *PT*
Paralyzed Veterans Assoc. of Florida
6200 North Andrews Avenue
Fort Lauderdale, Florida 33309
(305) 771-7822
(800) 683-2001

Michael F. Lanham, Esquire *MF*
MICHAEL F. LANHAM, P.A.
Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130
(305) 358-7646

*collected
message at 2:25
on 7/12/95*

Jan 1?

B. REGISTER JUL 12 1995 GAVE
Paula
NOTIFICATION BY PHONE TO
CONTACT NAME
DATE 7/12/95
DOC. EXAM _____

FILED
95 JUL -6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PARALYZED VETERANS ASSOCIATION OF FLORIDA
QUALITY THRIFT SHOP INC.**

FILED
95 JUL -6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NONPROFIT CORPORATION

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of chapter 607 and 617, Florida Statutes and we do hereby accept all the rights, privileges, benefits and obligations covered and imposed by such law, and we do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

**ARTICLE I
NAME OF CORPORATION**

The name of this corporation is:

**PARALYZED VETERANS ASSOCIATION OF FLORIDA
QUALITY THRIFT SHOP, INC.**

**ARTICLE II
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of this principal office and mailing address of this corporation is:

Paralyzed Veterans Association of Florida
Quality Thrift Shop, Inc.
6200 North Andrews Avenue
Fort Lauderdale, FL 33309

**ARTICLE III
STATEMENT OF INTENT AND PURPOSES**

The purpose and intent of this Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer funds, including any income or interest generated therefrom, exclusively for charitable or educational

purposes. Additionally, this Corporations purpose is:

1. to operate a thrift shop, inwhich to solicit, receive and sell donated merchandise, clothing, furniture, small appliances, etc.; and
2. to accept, acquire, receive, hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its purposes and intents, any property, both real and personal, of whatever nature or description and wherever situated; and
3. in general to exercise such other powers which are now or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

ARTICLE IV COMMENCEMENT and DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the State of Florida, and the corporation's duration shall be perpetual.

ARTICLE V DIRECTORS/INCORPORATORS

This Corporation shall have five (5) initial Directors. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than five. The affairs and business of the Corporation shall be managed by this initial Board of Directors.

Their names, residences and signature of the initial Directors/Incorporators are as follows:

1. Don Taylor
1571 Hammock Lane
Pembroke Pines, Florida 33026
2. Walter Rex
770 N.E. 74h Street
Boca Raton, Florida 33487
3. Paula Taylor
1571 Hammock Lane
Pembroke Pines, Florida 33026

Don Taylor
By Paula Taylor

Walter Rex
By Paula Taylor

Paula Taylor

4. Jose Cao
423 N.W. 126 Place
Miami, Florida 33182
5. Pedro DeArmas
2652 Abell Road
Lake Placid, Florida 33852

Jose Cao
by Paula Taylor

Pedro DeArmas
by Paula Taylor

ARTICLE VI MEMBERSHIP PROVISIONS OF DIRECTORS

The classes, rights, privileges, qualifications, and obligations of members of this Corporation and the term of office for each director to hold office is for a period of two (2) years, or until his or her successor is elected and qualified, as are stated in Article III of the Bylaws of this Corporation.

ARTICLE VII ELECTION AND TERM OF DIRECTORS

Each member of the initial Board of Directors shall hold office until the second annual meeting and until his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office or death.

The Board of Directors, by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even though they might constitute less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next election of directors.

ARTICLE VIII DIRECTORS LIMITATIONS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private person, except that this 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 these Articles.

ARTICLE IX OFFICERS

The officers shall consist of a president, vice-president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the

election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

<u>Office</u>	<u>Name</u>
President	Pedro DeArmas
Vice-president & Secretary	Paula Taylor
Treasurer	Jose Cao

ARTICLE X BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors designated herein. Thereafter, the Bylaws may be altered, amended or rescinded by a three-fifths (3/5) vote of the Directors.

ARTICLE XI AMENDMENTS

Amendments to these Articles of Incorporation must be approved by a three-fifths (3/5) vote of the Directors. When an amendment to these Articles of Incorporation is adopted, it shall be filed with the Secretary of State of the State of Florida.

ARTICLE XII INDEMNIFICATION OF DIRECTORS

Each present or future director of this Corporation whether or not then in office, shall be held harmless and indemnified by the Corporation against all claims, liabilities and expenses actually and necessarily incurred or imposed upon him or her in conjunction with or resulting from any action, suit or proceeding, or any settlement or compromise thereof to which he or she may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him or her while acting as a Director in good faith, except in relation to matters as to which recovery shall be had against him or her by reason of his or her being finally adjudged in such action, suit or proceeding as being guilty of willful misconduct in the performance of duties a Director; and the foregoing right of indemnified against any.

ARTICLE XIII
REGISTERED OFFICE and REGISTERED AGENT

FILED
95 JUL -6 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name of this corporation is:

Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc.

The name and address of the individual who shall serve as this corporation's registered agent is:

Michael F. Lanham, Esquire
Michael F. Lanham, P.A.
Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130

I hereby accept my designation as resident agent and agree to serve as the resident agent of the Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc. at the place designated in this certificate. Secondly, I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc.



Michael F. Lanham - Registered Agent

6/29/95

Date

MICHAEL F. LANHAM

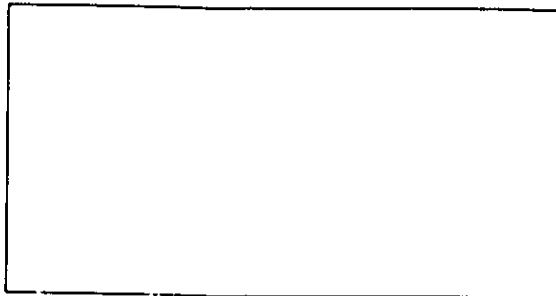
Attorney at Law Professional Association

Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130
Telephone (305) 358-7646
Fax (305) 358-8749

N95000003292

August 4, 1995

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32314



RE: Amendment to the Articles of Incorporation for the:
Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc.

Enclosed is the original and one (1) copy of AMENDED Articles of Incorporation and a check for \$35.00 for the filing fee.

The Original Articles were filed on July 6th, 1995 with an assigned document number N95000003292.

If there are any questions concerning these AMENDED Articles please call, time is of the essence. We thank you for your cooperation in this matter. With regards,

Paula Taylor, Executive Director
Paralyzed Veterans Assoc. of Florida
6200 North Andrews Avenue
Fort Lauderdale, Florida 33309
(305) 771-7822
(800) 683-2001

Michael F. Lanham, Esquire
MICHAEL F. LANHAM, P.A.
Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130
(305) 358-7646

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*****35.00 *****35.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 12, 1995

MICHAEL LANHAM
19 WEST FLAGLER
MIAMI, FL 33130

SUBJECT: PARALYZED VETERANS ASSOCIATION OF FLORIDA QUALITY
THRIFT SHOP INC.
Ref. Number: N95000003292

We have received your document for PARALYZED VETERANS ASSOCIATION OF FLORIDA QUALITY THRIFT SHOP INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please entitle your document Articles of Amendment.

Please remove any reference to forming a new corporation and the Fla. Chapter 607. You are filing amended articles for a Non Profit corporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 195A00041883

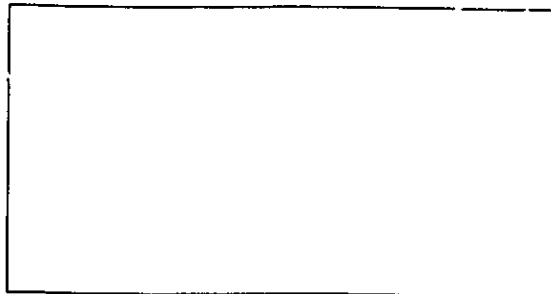
• **MICHAEL F. LANHAM**

Attorney At Law - A Professional Association

Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130
Telephone (305) 358-7646
Fax (305) 358-8749

September 25, 1995

Department of State
Division of Corporation
Attn: Carol Mustain, Amendments
P. O. Box 6327
Tallahassee, Florida 32314



TRANSMITTAL LETTER

RE: Articles of Amendment.
Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc.

Dear Ms. Mustain:

Enclosed is the original letter sent to me, by you on September 12th regarding the above referenced thrift shop, along with the necessary changes to correct any provisions to comply with F.S. 617. Please file these Articles of Amendment to the original Articles of Incorporation.

The Original Articles were filed on July 6th, 1995 with an assigned document or reference number of **N95000003292**.

If there are any questions concerning these ARTICLES OF AMENDMENT or any other changes that are necessary, please call me at (305) 358-7646. Thank you for your cooperation in this matter. With regards,

Paula Taylor, Executive Director
Paralyzed Veterans Assoc. of Florida
6200 North Andrews Avenue
Fort Lauderdale, Florida 33309
(305) 771-7822
(800) 683-2001

Michael F. Lanham, Esquire
MICHAEL F. LANHAM, P.A.
Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130
(305) 358-7646

Amended
ARTICLES OF INCORPORATION
OF
PARALYZED VETERANS ASSOCIATION OF FLORIDA
QUALITY THRIFT SHOP, INC.

A FLORIDA NONPROFIT CORPORATION

Under the provision of chapter 617 of the Florida Statutes.

ARTICLE I
NAME OF CORPORATION

The name of this corporation is:

PARALYZED VETERANS ASSOCIATION OF FLORIDA
QUALITY THRIFT SHOP, INC.

FILED
OCT 19 PM 1:12
TALLAHASSEE, FLORIDA

ARTICLE II
ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this principal office and mailing address of this corporation is:

Paralyzed Veterans Association of Florida
Quality Thrift Shop, Inc.
6200 North Andrews Avenue
Fort Lauderdale, FL 33309

ARTICLE III
STATEMENT OF INTENT AND PURPOSES

The purpose and intent of this Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer funds, including any income or interest generated therefrom, exclusively for charitable or educational purposes. Additionally, this Corporations purpose is:

1. to operate a thrift shop, in which to solicit, receive and sell donated merchandise, clothing, furniture, small appliances, etc., and

2. to accept, acquire, receive, hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its purposes and intents, any property, both real and personal, of whatever nature or description and wherever situated; and

3. in general to exercise such other powers which are now or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

ARTICLE IV

COMMENCEMENT, DURATION and DISSOLUTION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the State of Florida, and the corporation's duration shall be perpetual.

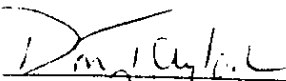
Upon the dissolution of this corporation, its assets remaining after payment, or provision for payments, of all debts and liabilities of this corporation shall be distributed to the Paralyzed Veterans Association of Florida, Inc., a non profit corporation filed with the State of Florida. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

ARTICLE V

DIRECTORS/INCORPORATORS

This Corporation shall have five (5) initial Directors. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than five. The affairs and business of the Corporation shall be managed by this initial Board of Directors. Their names, residences and signature of the initial Directors/Incorporators are as follows:

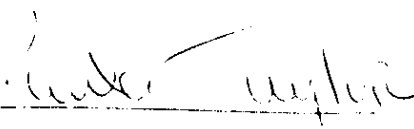
1. Don Taylor
1571 Hammock Lane
Pembroke Pines, Florida 33026


By Don Taylor

2. Walter Rex
770 N.E. 74th Street
Boca Raton, Florida 33487



3. Paula Taylor
1571 Hammock Lane
Pembroke Pines, Florida 33026



4. Jose Cao
423 N.W. 126 Place
Miami, Florida 33182
5. Pedro DeArmas
2652 Abell Road
Lake Placid Florida 33852

Jose Cao
Pedro DeArmas

ARTICLE VI MEMBERSHIP PROVISIONS OF DIRECTORS

The classes, rights, privileges, qualifications, and obligations of members of this Corporation and the term of office for each director to hold office is for a period of two (2) years, or until his or her successor is elected and qualified, as are stated in Article III of the Bylaws of this Corporation.

ARTICLE VII ELECTION AND TERM OF DIRECTORS

Each member of the initial Board of Directors shall hold office until the second annual meeting and until his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office or death.

The Board of Directors, by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even though they might constitute less than a quorum of the Board of Directors. A director elected to fill a vacancy shall hold office only until the next election of directors.

ARTICLE VIII DIRECTORS LIMITATIONS

No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private person, except that this 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 these Articles.

ARTICLE IX OFFICERS

The officers shall consist of a president, vice-president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporate Bylaws.

The officers shall be elected annually by the Board of Directors. The manner of the

election of the officers shall be specified in the corporate Bylaws. The officers named herein, comprising the initial officers, shall hold office until the election of officers at the first annual Board of Directors' meeting.

The names of the initial officers are:

Office	Name
President	Pedro DeArmas
Vice-president & Secretary	Paula Taylor
Treasurer	Jose Cao

ARTICLE X BYLAWS

The first Bylaws of the Corporation shall be adopted by the Board of Directors designated herein. Thereafter, the Bylaws may be altered, amended or rescinded by a three-fifths (3/5) vote of the Directors.

ARTICLE XI AMENDMENTS

Amendments to these Articles of Incorporation must be approved by a three-fifths (3/5) vote of the Directors. When an amendment to these Articles of Incorporation is adopted, it shall be filed with the Secretary of State of the State of Florida.

ARTICLE XII INDEMNIFICATION OF DIRECTORS

Each present or future director of this Corporation whether or not then in office, shall be held harmless and indemnified by the Corporation against all claims, liabilities and expenses actually and necessarily incurred or imposed upon him or her in conjunction with or resulting from any action, suit or proceeding, or any settlement or compromise thereof to which he or she may have been made a party by reason of any action or alleged action, either of omission or commission, performed by him or her while acting as a Director in good faith, except in relation to matters as to which recovery shall be had against him or her by reason of his or her being finally adjudged in such action, suit or proceeding as being guilty of willful misconduct in the performance of duties as a Director; and the foregoing right of indemnified against any.

ARTICLE XIII
REGISTERED OFFICE and REGISTERED AGENT

The name of this corporation is:

Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc.

The name and address of the individual who shall serve as this corporation's registered agent is:

Michael F. Lanham, Esquire
Michael F. Lanham, P.A.
Biscayne Building, Suite #1102
19 West Flagler Street
Miami, Florida 33130

I hereby accept my designation as resident agent and agree to serve as the resident agent of the Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc. at the place designated in this certificate. Secondly, I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for the Paralyzed Veterans Association of Florida Quality Thrift Shop, Inc.



Michael F. Lanham - Registered Agent

8/4/95

Date

PARALYZED VETERANS ASSOCIATION OF FLORIDA
QUALITY THRIFT SHOP, INC.

ARTICLES OF AMENDMENT

RESOLVED that a motion to AMEND the Articles of Incorporation was passed by a unanimous vote (five of five) ^{or members} this 30th day of August, 1995 and that the number of votes cast (five) for these AMENDMENTS was sufficient for its approval (only three of five was necessary for approval).

These changes involved the elimination of "PVAF" from the document as an abbreviation for the Paralyzed Veterans Association of Florida, adding a dissolution of assets provision, and eliminating all references to forming a new corporation and Florida Statute § 607

1. Don Taylor
1571 Hammock Lane
Pembroke Pines, Florida 33026

Don Taylor

2. Walter Rex
770 N.E. 74th Street
Boca Raton, Florida 33487

Walter Rex
by Paula Taylor

3. Paula Taylor
1571 Hammock Lane
Pembroke Pines, Florida 33026

Paula Taylor

4. Jose Cao
423 N.W. 126 Place
Miami, Florida 33182

Jose Cao
by Paula Taylor

5. Pedro DeArmas
2652 Abell Road
Lake Placid, Florida 33852

Pedro DeArmas

On the motion, duly made and passed, it is declared that the Articles of Incorporation be amended and adopted this 30th day of August, 1995.