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DAVID T. PRICE
ATTORNEY AT LAW
510 N.W. 12TH AVENUE
DEERFIELD BEACH, FLORIDA 33440
TELEPHONE (305) 481-0300

January 24, 1996

RECEIVED
STATE
TALLAHASSEE, FLORIDA
JAN 26 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

RE: POVERELLO AUXILIARY, INC.

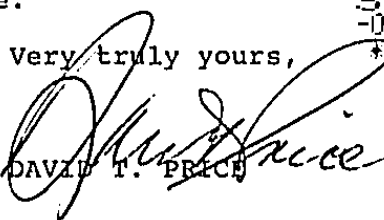
Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above named corporation, together with our check in the amount of \$122.50.

Kindly file the original and return the copy to this office in the self-addressed and stamped envelope supplied for your convenience.


If you have any questions regarding this matter, please do not hesitate to contact this office.

Very truly yours,


DAVID T. PRICE

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DTP/smp
Enclosure

2/7/96


ARTICLES OF INCORPORATION

POVERELLO AUXILIARY, 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
NAME

The name of the corporation shall be POVERELLO AUXILIARY, INC. (the "Corporation").

II
ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation shall be 2292 Wilton Drive, Wilton Manors, Florida 33305, but the Corporation may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation.

III
PURPOSE

This Corporation is organized for the purpose of raising funds for, and generating charitable contributions to, Poverello Center, Inc. and in aiding in the operation of and in the fulfillment of the purposes for which Poverello Center, Inc. has been established and in aiding other similar charitable organizations qualified under Section 501(c)(3) of the Internal Revenue Service Code and dedicated to the purpose of assisting persons suffering from the disease known as AIDS and other charitable endeavors related to the assistance of those suffering from the disease known as AIDS and the eradication of the disease known as AIDS. An organization is a qualified organization for the purpose of these Articles only if it is described in Section 501(c)(3) and Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 as amended, or corresponding sections of any future federal tax code.

IV
DIRECTORS

The governing body of this Corporation shall be the Board of Directors. The Board of Directors of Poverello Auxiliary, Inc. shall be elected or appointed in accordance with the provisions of the Bylaws of Poverello Auxiliary Inc.

V
REGISTERED AGENT

The registered office of Poverello Auxiliary, Inc. shall be located at 550 S.W. 12 Avenue, Deerfield Beach, Florida 33442. The name and address of the initial registered agent of Poverello Auxiliary, Inc. is David T. Price, Esq., 550 S.W. 12 Avenue, Deerfield Beach, FL 33442.

VI
INCORPORATORS

The name and address of the incorporators of Poverello Auxiliary, Inc. are:

<u>Name</u>	<u>Address</u>
Thomas M. Smith	2210 N.E. 62 Street Fort Lauderdale, FL 33308
Elizabeth Napora	2292 Wilton Drive Wilton Manors, FL 33305

VII
DIRECTORS

The names and addresses of the individuals who shall serve as the initial directors of Poverello Auxiliary, Inc. are as follows:

<u>Name</u>	<u>Address</u>
Thomas M. Smith	2210 N.E. 62 Street Fort Lauderdale, FL 33308
Elizabeth Napora	2292 Wilton Drive Wilton Manors, FL 33305
Earnest Mase	2292 Wilton Drive Wilton Manors, FL 33305
Robert Staff	2292 Wilton Drive Wilton Manors, FL 33305

VIII
OFFICERS

The affairs of this Corporation shall be managed on a day-to-day basis by the officers in accordance with the Bylaws. The officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors.

IX
DISSOLUTION

In the event of dissolution of Poverello Auxiliary, Inc., the residual assets of the Corporation will be distributed to The Poverello Center, Inc., or to one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501(c)(3) and 170(c)(2) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 as amended or corresponding sections of the Internal Revenue Service Code.

X
DURATION

The Corporation shall have perpetual existence.

XI
BYLAWS

The first Bylaws shall be adopted by the directors and may be altered, amended or rescinded by the directors in the manner provided by the Bylaws.

XII
AMENDMENTS

These Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

XIII
CHARITABLE RESTRICTIONS AND LIMITATIONS

1. No part of the net earnings of Poverello Auxiliary, Inc. shall enure to the benefit of or be distributed to its governing Board of 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 payment and distribution in furtherance of the purposes set forth in Article III hereof.

2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3. It may be intended that this Corporation shall have the status of a Corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of the Code, and described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

4. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

XIV
SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

<u>Name</u>	<u>Address</u>
Thomas M. Smith	2210 N.E. 62 Street Fort Lauderdale, FL 33308
Elizabeth Napora	2292 Wilton Drive Wilton Manors, FL 33305

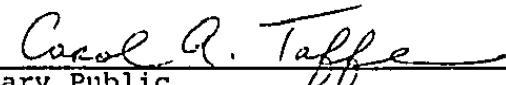
IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this 24th day of January, 1996.


THOMAS M. SMITH (L.S.)

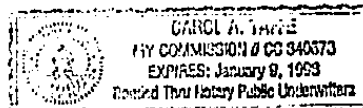

ELIZABETH NAPORA (L.S.)

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 24th day of January, 1996 by THOMAS M. SMITH who is personally known to me or who has produced _____ and who did/did not take an oath.


Notary Public

My commission expires:



STATE OF FLORIDA
COUNTY OF BROWARD

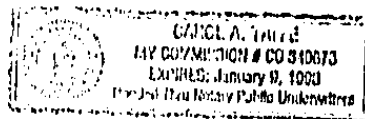
The foregoing instrument was acknowledged before me this 24th day of January, 1996 by ELIZABETH NAPORA who is

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personally known to me or who has produced _____
and who did/did not take an oath.

Carol A. Toffe
Notary Public

My commission expires:

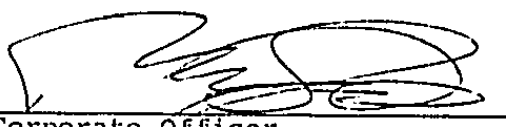


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

FILED
FEB - 2 11 31 AM '65
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

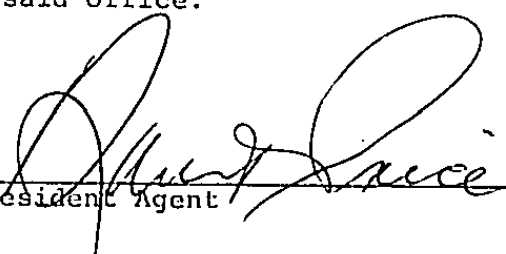
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That POVERELLO AUXILIARY, INC.
desiring to organize under the laws of the State of Florida with
its principal office, as indicated in the Articles of
Incorporation at the City of Wilton Manors
County of Broward, State of Florida,
has named David T. Price located at
550 S.W. 12 Avenue, City of
Deerfield Beach, County of
Broward, State of Florida, as its
Agent to accept service of process within this State.

by 
Corporate Officer

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the
above stated corporation, at place designated in this
Certificate, I hereby accept said appointment and agree to act
in this capacity and I agree to comply with the provisions of
said Act relative to keeping open said office.

by 
Resident Agent