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(((H96000002094)))
DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: PARTNERS FOR LIFE, INC.
FAX AUDIT NUMBER: H96000002094
DATE REQUESTED: 02/13/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$122.60
CURRENT STATUS: REQUESTED
TIME REQUESTED: 13:42:10
CERTIFICATE OF STATUS: 0
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 14, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: PARTNERS FOR LIFE, INC.
REF: W96000003359

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000002094
Letter Number: 096A00006439

(6)

**ARTICLES OF INCORPORATION
OF
PARTNERS FOR LIFE, INC., A NONPROFIT ORGANIZATION**

THE UNDERSIGNED, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is PARTNERS FOR LIFE, INC.

ARTICLE II - NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefits of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized, and shall be operated exclusively for any legal business purposes.

To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

ARTICLE V - LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 IV hereof.

THIS INSTRUMENT PREPARED BY:
L. Gregory Loomar, Esquire
2875 South University Drive
Davie, Florida 33328
(305) 423-9244
Florida Bar No. 932698

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STATE OF FLORIDA
CLERK OF THE CIRCUIT COURT
DAVIE COUNTY
FEB 15 1996

ARTICLE VI - MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Alisha M. O'Brian
3503 N.W. 94th Avenue
Sunrise, Florida 33351

Deanna Walker
3503 N.W. 94th Avenue
Sunrise, Florida 33351

Carol A. Lima
7381 Garfield Street
Hollywood, Florida 33024

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2875 South University Drive, Davie, Florida 33328, and the name of its initial Registered Agent at that address is L. Gregory Loomar, Esquire.

ARTICLE VIII - INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is NONE. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for *ex officio* and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

NONE.

ARTICLE IX - OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Alisha M. O'Brian
3503 N.W. 94th Avenue
Sunrise, Florida 33351

Deanna Walker
3503 N.W. 94th Avenue
Sunrise, Florida 33351

Carol A. Lima
7301 Garfield Street
Hollywood, Florida 33024

ARTICLE X - INCORPORATOR

The name and address of the initial Incorporator is L. Gregory Loomar, Esquire, 2875 South University Drive, Davie, Florida 33320.

ARTICLE XI - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 15th day of FEBRUARY, 1996.

[Signature]
Dei Porter

[Signature]
Incorporator

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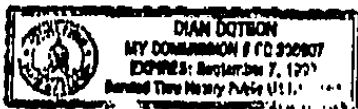
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STATE OF FLORIDA

COUNTY OF BROWARD

S.B.

THE FOREGOING INSTRUMENT was acknowledged before me this 15th day of February, 1996, by L. GREGORY LOOMAR, ESQUIRE who is personally known to me and who did take an oath.



Dian Dutton
Notary Public - State of Florida
My Commission Expires: 9/7/97
My Commission Number: 9230807

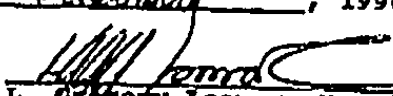
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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of PARTNERS FOR LIFE, INC., a nonprofit organization, which is contained in the foregoing Articles of Incorporation.

DATED this 15th day of FEBRUARY, 1996.


L. Gregory Loomar, Esquire
as Registered Agent

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TALLAHASSEE, FLORIDA

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