

# N96000002326

## SHUTTS & BOWEN

ATTORNEYS AND COUNSELLORS AT LAW  
(A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS)

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MAILING ADDRESS P.O. BOX 3555  
WEST PALM BEACH, FLORIDA 33402-3555  
TELEPHONE (407) 850-8500  
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JAMES A. FARRELL  
(407) 850-8530

April 24, 1996

Secretary of State  
Corporate Records Bureau  
409 East Gaines Street  
Tallahassee, Florida 32301

10000017516101  
-04726235--01044--009  
\*\*\*122.50 \*\*\*122.50

Re: **Deering Foundation, Inc.**

Ladies and Gentlemen:

Enclosed herewith is one executed original and one copy of the Articles of Incorporation for the above-referenced corporation, along with a check, payable to the Secretary of State in the amount of \$122.50, in payment of the following:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Filing Fee	<u>35.00</u>
	\$122.50

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 APR 25 AM 11:55

Please return the certified copy to the attention of the undersigned.

Also, we are aware, and have been advised that a foreign corporation was previously registered with the Secretary of State under a similar name, but said registration has long since expired. We have been advised that accordingly this corporate name is now available.

Thank you for your cooperation in this matter.

Very truly yours,

*J. A. Farrell*  
James A. Farrell

Enclosures  
WPB95 17779.1

AMSTERDAM OFFICE  
EUROPA BOULEVARD 50  
1060 AD AMSTERDAM  
THE NETHERLANDS  
TELEPHONE 011 3120 461-0969  
FACSIMILE 011 3120 642-1475

KEY LARGO OFFICE  
OCEAN REEF CLUB  
31 OCEAN REEF DRIVE  
SUITE A206  
OCEAN REEF PLAZA  
KEY LARGO, FLORIDA 33037  
TELEPHONE (305) 367-2841

LONDON OFFICE  
48 MOUNT STREET  
LONDON W1V 5RE ENGLAND  
TELEPHONE 011-44171-493-4640  
FACSIMILE 011-44171-493-4299

MIAMI OFFICE  
1500 MIAMI CENTER  
201 SOUTH DI SCAYNE BOULEVARD  
MIAMI, FLORIDA 33131  
MIAMI (305) 358-6300  
MIAMI (305) 467-8041  
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ORLANDO OFFICE  
20 NORTH ORANGE AVENUE  
SUITE 1000  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 423-3200  
FACSIMILE (407) 423-8316

*ag 5/1/96*

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION  
OF  
DEERING FOUNDATION, INC.

We the undersigned incorporators hereby associate ourselves together to form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida, and do hereby file these Articles of Incorporation for that reason.

ARTICLE I

NAME

The name of this Corporation shall be Deering Foundation, Inc.

ARTICLE II

PURPOSES

This Corporation is organized not for profit and is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code, as amended, and the objects and purposes to be exclusively transacted and carried on are:

1. To provide charitable services, assistance, counseling and relief to victims of domestic violence and crimes against persons through the coordinated efforts of public safety departments, medical care providers, social services and welfare agencies.

2. No part of the earnings of the Corporation shall inure to the benefit of any member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), Director, or Officer of the Corporation, or any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no member (unless such member is except from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), Director, or Officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulation §501(c)(3)-1(c)(3), as it now exists or may be hereafter amended.

4. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

5. Upon the dissolution of the Corporation or the winding up of its affairs, all of the assets of the Corporation shall be distributed to such charitable, religious, scientific, testing for public safety, literary, or educational organizations which then qualify as exempt organizations under Section 10(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors may direct.

### ARTICLE III

#### POWERS

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers, and Directors, shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the Corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.

#### ARTICLE IV

##### NONSTOCK CORPORATION

This corporation shall not have or issue shares of stock, however, it may have and issue membership certificates which shall state prominently on the face of such certificate that the Corporation is a not-for-profit corporation.

#### ARTICLE V

##### REGISTERED OFFICE AND REGISTERED AGENT;

##### PRINCIPAL PLACE OF BUSINESS

The location of the Corporation's Registered Office and its principal place of business in this State is 9333 S. W. 152nd Street, Miami, Florida 33157 and the name of the Registered Agent of the Corporation is Margarete Greene at that address. The Board of Directors may from time to time move the Registered office to any other street address in Florida and may establish branch and other offices within or without the State of Florida.

#### ARTICLE VI

##### MEMBERSHIP

1. Any person may be elected to membership by a majority vote of the Board of Directors (hereinafter referred to as the "Members").
2. The Board of Directors may establish categories of members as it, in its discretion, deems appropriate. The By-Laws of this Corporation shall set forth the qualifications for any

such members and the method by which an eligible person may be admitted to a particular category of membership, including any membership fee.

#### ARTICLE VII

##### TERM OF CORPORATE EXISTENCE

The term for which this Corporation shall exist is perpetual.

#### ARTICLE VIII

##### OFFICERS

The Corporation shall have a Chairman, a Vice Chairman, a President, Secretary and Treasurer and may have additional and assistant officers as determined by the Board of Directors from time to time. A person may hold more than one office. Officers shall be elected or appointed and shall have duties as provided in the By-Laws.

#### ARTICLE IX

##### DIRECTORS

The Board of Directors of this Corporation shall not be less in number than three (3) persons, nor more than the number of persons stated in the By-Laws. Directors shall be elected by the Members and shall have such qualifications as provided in the By-Laws.

The Board of Directors shall be divided into three classes with respect to term of office, each class to contain an equal number of positions. The classes shall be known as Class One,

Class Two and Class Three respectively. The initial Board shall be designated as members of Class One, Class Two or Class Three and shall be assigned annual meetings at which their term of office shall expire and their successors shall be elected. The names and street addresses of the initial Board of Governors and the class to which each shall belong is as follows:

Class One

Kathy Outstein, Program Coordinator  
Health Foundation of South Florida  
600 Brickell Key Drive, #901  
Miami, Fl 33131

James Provo, M.D.  
EMSA  
1200 S. Pine Isle, #600  
Ft. Lauderdale, FL 33324

Cynthia Greene, Esquire  
44 West Flagler, #2100  
Miami, Florida 33130

Cynthia McAdory  
9280 S.W. 150 Street, #100  
Miami, Florida 33176

Larcenia Bullard  
Florida Legislator  
District 118  
10700 Caribbean Blvd.  
Building #1, Suite 302  
Miami, Florida 33189

Class Two

Howard Greenstein  
Executive Director  
Dept. of Justice Systems Support  
175 N.W. 1 Avenue, #1730  
Miami, Florida 33128

Karen Simmons, M.D.  
1611 N. W. 12 Avenue  
Rape Treatment Center  
Miami, Florida 33136

Major Linda Blue  
Domestic Crimes Bureau  
Metro Dade Policy Department  
9105 N.W. 25 Street  
Miami, Florida 33172

Sharon Taylor McGriff, Ph.D.  
7600 Red Road, #309  
Miami, Florida 33143

Margaret Tracy  
Chamber of Commerce  
900 Perrine Avenue  
Miami, FL 33157

Class Three

Toni Stern, LMFT  
7600 S. W. Red Road, #212  
Miami, Florida 33143

Anthony Degina, CEO  
Columbia Deering Hospital  
9333 S. W. 152 Street  
Miami, Florida 33157

Katherine Fernandez Rundle  
State Attorney  
1350 N.W. 12 Avenue  
Miami, Florida 33126

Betty Morrow, Ph.D.  
Womens' Studies Center, DM 212  
Florida International University  
University Park  
Miami, Florida 33199



The term of office of the above named Directors shall expire as follows: Class One Directors on the date of the 1997 annual meeting; Class Two Directors on the date of the 1998 annual meeting; and Class Three Directors on the date of the 1999 annual meeting. Upon expiration of the terms of office of the initial Directors as provided above, their successors and successive successors shall be elected to hold office until the third succeeding annual meeting following their election, which shall result in one-third (1/3) of the Board of Directors being elected annually. Upon the expiration of a class of Directors term of office, the Member shall elect successors to fill the vacancies created thereby. In the event of an increase or decrease in the number of Directors, the new positions or vacancies shall be assigned to or deleted from Class One, Class Two or Class Three in a manner to maintain, to the extent possible, an equal number of Directors in each Class.

## ARTICLE X

### INDEMNIFICATION OF GOVERNORS AND OFFICERS

1. The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than an action, suit, or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the

Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

(b) By or in the right of the Corporation to procure a judgment in its favor by reason of such persons being or having been a Director or Officer of the Corporation, or by reason of such persons serving or having served at the request of the Corporation as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duty to the Corporation.

2. Any indemnification under paragraph 1 above shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding. In the event that all of the Board of Directors are parties to such action, suit or proceeding, such determination shall be made by independent legal counsel in a written opinion.

3. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph 1(a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in paragraph 1(a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or

proceeding by such counsel retained by the Corporation, that are for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Article.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

#### ARTICLE XI

##### BY-LAWS

The Member shall adopt By-laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the Member in any manner permitted by the By-Laws provided such amendment, alternation or rescission is in accord with the purposes of the Corporation as set forth in these Articles.

#### ARTICLE XII

##### AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Member in accordance with the procedure contained in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended), Director, or Officer of the Corporation or any other

person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

ARTICLE XIII

INCORPORATOR

The name and street address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Margarete Greene	9333 S. W. 152nd Street Miami, Florida 33157

IN WITNESS WHEREOF, the undersigned being the original subscribing incorporator to the foregoing Articles of Incorporation have hereunto set her hand this 22 day of April, 1996.

Margarete Greene  
MARGARETE GREENE

STATE OF FLORIDA

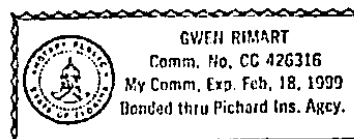
COUNTY OF DADE

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MARGARETE GREENE, known to me and known by me to be the person who acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, on this 22 day of April, 1996.

Gwen Rimart  
NOTARY PUBLIC

My commission expires:



BOARD OF DIRECTORS

KATHY GUTSTEIN, PROGRAM COORDINATOR  
HEALTH FOUNDATION OF SOUTH FLORIDA  
600 BRICKELL KEY DRIVE  
SUITE 901  
MIAMI, FLORIDA 33131  
374 7200

HOWARD GREENSTEIN, EX DIRECTOR  
DEPT OF JUSTICE SYSTEMS SUPPORT  
175 NW 1 AVENUE  
SUITE 1730  
MIAMI, FLORIDA 33128  
372 7800 X257 (COLEEN)  
FAX 372 7735

TONI STERN, LMFT  
7600 SW RED ROAD  
SUITE 212  
MIAMI, FLORIDA 33143  
642 6867 3149

JAMES PROVO, M.D.  
EMSA  
1200 South Pine Isle  
STE 600  
Ft Lauderdale, Fl 33324  
305 475 1300

KAREN SIMMONS, M.D.  
1611 NW 12 Avenue  
Rape Treatment Center  
Miami, Florida 33136 585 2438

ANTHONY DEGINA, CEO  
Columbia Deering Hospital  
9333 SW 152 Street  
Miami, Florida 33157 256 5100

CYNTHIA GREENE, Attorney at Law  
44 West Flagler  
Suite #2100  
Miami, Florida 33130  
577 0090  
fax 577 4551

MAJOR LINDA BLUE  
DOMESTIC CRIMES BUREAU  
METRO DADE POLICE DEPARTMENT  
9105 N.W. 25 STREET

MIAMI, FLORIDA 33172  
471 3187  
Fax 471 3194

KATHERINE FERNANDEZ RUNDLE  
STATE ATTORNEY  
1350 N.W. 12 AVENUE  
MIAMI, FLORIDA 33126  
547 0535  
547 0534 fax

CYNTHIA MCADORY  
SUITE 100  
9200 S.W. 150 STREET  
MIAMI, FLORIDA 33176  
255 6137 HOME

SHARON TAYLOR MCGRIFF, PH.D  
7600 RED ROAD  
SUITE 309  
MIAMI, FLORIDA 33143

BETTY MORROW, PH.D.  
WOMENS' STUDIES CENTER  
DM 212  
FLORIDA INTERNATIONAL UNIVERSITY  
UNIVERSITY PARK  
MIAMI, FLORIDA 33199  
348 3217 WORK 385 5953 HOME  
348 3143 FAX

LARCENIA BULLARD  
STATE LEGISLATOR  
District 118  
10700 CARIBBEAN BLVD  
BUILDING #1, SUITE 302  
MIAMI, FLORIDA 33189  
253 3421  
234 2256 fax

MARGARET TRACY  
CHAMBER OF COMMERCE  
900 PERRINE AVENUE  
MIAMI, FLORIDA 33157  
661 1621

EDITH CAMPINS, AREA DIRECTOR  
BELLSOUTH  
150 WEST FLAGLER  
SUITE 1820

MIAMI, FLORIDA 33130  
347 5458  
fax 375 9311

Jayne Aborn, Junior League of Miami 443 0160 Home fax 531 4828  
Paul Warfield, 826 4816 Home Wife in Beverly  
Jody Wolfe ( a possibility) fax 662 2584

Commissioner Katy Sorenson ?  
Fax 372 6073  
Phone 375 5218

Pamela Stephens, LMFT  
11621 SW 106 Terrace  
Miami, Florida 33176  
274 2807 Home  
442 8800 Office

Cheryl Slogwald, R.N.  
Columbia Grant Center of Deering Hospital  
9333 SW 152 Street  
Miami, Fl 33157  
256 5308

ANN KASHMER  
SUN TRUST BANK  
591 6700  
579 7360

*Paul warfield,*

END



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SECRETARY OF STATE  
CORPORATIONS

96 APR 26 AM 11:55

CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes the following is submitted:

DEERING FOUNDATION, INC. desiring to organize as a corporation not-for-profit under the laws of the State of Florida, has designated 9333 S. W. 152nd Street, Miami, Florida 33157, as its initial Registered Office and has named Margarete Greene located at said address as its initial Registered Agent.

By: Margarete Greene  
MARGARETE GREEN  
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

Margarete Greene  
MARGARETE GREENE  
Registered Agent