

N96000002787

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Office Use Only

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

1. Adult Integrated Residential And Day Care Facility, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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 95 MAY 24 PM 5:27
 STATE
 FLORIDA

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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

RECEIVED
 96 MAY 24 PM 3:20
 DIVISION OF CORPORATION

SAS
5/24/96

ARTICLES OF INCORPORATION
OF
ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, INC.

FILED
96 MAY 24 PM 5:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

(A Florida "Not for Profit" Corporation)

The undersigned, acting as Incorporator of a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

Section 1. The name of the corporation is:

ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, INC.

Section 2. The principal office of the corporation is located
at:

13250 NW 28th Avenue

Miami, Florida 33138

Section 3. The mailing address of the corporation is:

192 N.E. 124th Street

Miami, Florida 33161

ARTICLE II
NAME AND ADDRESS OF REGISTERED AGENT

Section 1. The name of the initial Registered Agent of the corporation is:

Yvonne King

Section 2. The initial address of this Registered Agent is:

18411 NW 24th Avenue

Miami, Florida 33056

ARTICLE III

DURATION

Section 1. The period of duration is perpetual. The corporation is organized pursuant to the "Not for Profit" corporation laws of the State of Florida.

ARTICLE IV

MEMBERS

Section 1. The qualification for members and the manner of their admission shall be regulated by the By-Laws.

ARTICLE V

BOARD OF DIRECTORS

Section 1. There shall be 3 Directors on the initial Board of Directors.

Section 2. The method of election of the Board of Directors shall be stated in the By-Laws.

Section 3. The names and addresses of the initial Board of Directors are:

F.S.M.I.E. BONITTO, PRESIDENT/CEO

192 N.E. 124th Street

Miami, Florida 33161

YVONNE KING/CEO, EXECUTIVE VICE
PRESIDENT

18411 N.W. 24th Avenue.

Miami, Florida 33056

EXECUTIVE

ROSE PRICE, CEO/DIRECTOR

7817 W. Meridian Street.

Miramar, Florida 33023

B. To expand the opportunities available to said residents and groups to obtain adequate low-cost housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing in the target area(s) for persons and families of low-income who otherwise would not be able to find or to afford a suitable place to live. It is the purpose of the corporation thereby to secure the basic human needs of decent shelter and to thus lessen the burdens of government and to promote the social welfare. To provide such housing rehabilitation of existing substandard buildings and construction management of new facilities in the place of blighted structures of blighted vacant sites for the purpose of combating the deterioration of the community and by contributing to its physical improvement. Nothing in this descriptive purpose is intended to preclude this organization from forming a CDC (Community Development Corporation) and/or CHDO (Community Housing Development Organization).

C. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chest, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

D. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

E. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.

Section 2. None of the purposes for which this organization is formed shall be conducted in such a manner as to conflict with the rules and regulations governing non profit organizations and the Statutes and Laws of the State of Florida and any inconsistency in IRS Bulletin #557 and the guidelines for monitoring non profit organizations which emphasizes doing business in the manner the public expects it to and to not violate the "doctrine" of the organization included in the Articles of Incorporation and the By-Laws to same.

Section 3. The purposes of this this organization will always be stressed and governed by the minutes of the meetings of this organization and by the By-Laws and actions of the Board of Directors.

ARTICLE VI
NAME AND ADDRESS OF INCORPORATOR

Section 1. The name of the Incorporator is:

ESMIE BONITTO, PRESIDENT/CEO

Section 2. The address of the Incorporator is:

192 N.E. 124th Street

Miami, Florida 33161

ARTICLE VII
PURPOSES

Section 1. The purpose(s) for which this corporation is formed is exclusively charitable, educational, and scientific and consists of the following:

A. To raise the economic, educational and social levels of the residents of the Dade County and target areas, including members of the minority community, who are substantially unemployed, under employed, or whose income is below federal poverty guidelines, to foster and to promote community-wide interest and concern for the problems of said residents to the end that:

1) educational and economic opportunities may be expanded;

2) sickness, poverty, crime, and environmental degradation may be lessened;

3) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated;

4) To expand the opportunities available to said residents and groups to own, manage, and to operate business enterprises in economically depressed areas; entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining support from other sources; and

5) To include the organization and creation of nursing agencies, nursing home(s), Adult Congregate Living Facilities (ACLFs), vocational school(s), and all and any other related and viable businesses, including the development of low to moderate income homes for those residents whose incomes represent 40% of the median income for the target areas, 45% of the median income for the target areas, 50% of the median income for the target areas, 60% of the median income for the target areas, and, in certain cases, 80% of the median income for the target areas, that the Board of Directors may approve.

ARTICLE VIII
NON-PROFIT PURPOSES ONLY

Section 1. The corporation is organized exclusively for charitable and educational purposes.

Section 2. The corporation is not organized nor shall be operated for the primary purpose of generating pecuniary gain or profit.

Section 3. The corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the corporation's charitable and educational purposes.

Section 4. The property, assets, profits and net income of the corporation are irrevocably dedicated to charitable and educational purposes, no part of which shall inure to the benefit of any individual.

ARTICLE IX
NON-POLITICAL ACTIVITY

Section 1. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation.

Section 2. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE X
TERM OF OFFICE

Section 1. The term of office for members of the Board of Directors shall be listed in the By-Laws to this corporation.

Section 2. The term of office for members of the Board of Directors can only be changed and/or otherwise altered by the action of the Board of Directors.

ARTICLE XI
DISSOLUTION

Section 1. Upon winding up and dissolution of the corporation, the assets of the corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986, to be used exclusively for charitable and educational purposes.

Section 2. If the corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of the District in which the corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

ARTICLE XII PRIVATE CORPORATION RESTRICTIONS

Section 1. In the event that this corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code of 1954, the corporation shall distribute its income for each taxable year at such time and such manner as not to subject it to tax under section 4942 of the Internal Revenue Code.

Section 2. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943(3) of the Internal Revenue Code.

Section 3. The Corporation shall not retain any excess business holdings as defined in section 4943(3) of the Internal Revenue Code.

Section 4. The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and

Section 4. The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE XIII INDEMNIFICATION

Section 1. Any person (and the heirs, executors, and administrators of such person(s) made or threatened to be made a party of any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the corporation shall be indemnified by the corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him or her (or by his or her heirs, executors or administrators) in connection with the defense of settlement of such action, suit or proceeding, or in connection with appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding, that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties.

Section 2. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

ARTICLE XIX
POWERS

Section 1. The corporation is to have any and all powers to do any and all things necessary to expedite or carry out the purposes and objectives of this corporation and as may be determined by the Board of Directors and subject to the By-Laws and possess all rights, privileges and immunities to enjoy benefits granted corporations under the laws of the State of Florida provided that only such powers as are in the furtherance of tax exempt purposes of the Articles of Incorporation herein are contemplated.

Section 2. Reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes provided that, obligating those persons, associations, and corporations, as described in Section 503 of the Code.

Section 3. Notwithstanding any of the provisions of these Articles of Incorporation, the Corporation shall not have the power to exercise any part, nor shall it directly or indirectly, engage in any activity that would prevent it from obtaining exemption from taxation or to lose exempt status as a corporation described, permitted and limited under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XX
MEMBERSHIP

Section 1. Membership of this corporation shall consist of those persons, associations, and corporations, pursuant to and as provided in the By-Laws.

Section 2. The names, addresses and residences of the persons who are to serve as members until otherwise provided for in the By-Laws are set forth in Article V of these Articles of Incorporation.

ARTICLE XXI
BOARD OF DIRECTORS

Section 1. This corporation shall be operated and governed by a Board of Directors. The By-Laws may provide another name for the Board of Directors, and shall otherwise provide for the extent and limit of their powers, duties, and privileges, and further shall provide for the manner of appointment, qualifications, or election and other matters relating thereto, subject to the restrictions herein, including:

(a) The number of Directors may be provided for in the By-Laws but shall at all time be not less than four (4).

(b) Directors may only recommend, with the membership to determine, reasonable compensation for services rendered pursuant to these Articles of Incorporation and as set forth in the By-Laws.

Section 2. Each association, religious entity or corporation which has a seat reserved on the Board of Directors shall seat its leader or designee as provided for in the By-Laws. The names and addresses of the four Directors who are to serve until the first Annual Meeting or as otherwise provided for in the By-Laws are listed in Article IV of the By-Laws.

ARTICLE XXII OFFICERS

Section 1. The Officers of this corporation shall consist of those persons with titles and positions as provided for in the By-Laws, and further, the By-Laws shall provide for the extent and limit of the powers, duties and responsibilities, their manner of qualification, election, manner of appointment, and other matters relating thereto.

Section 2. The names and places of residence of the persons who shall serve as officers until the first Annual Meeting or as otherwise provided for in the By-Laws are the same as those provided for in Article XXII of the Articles of Incorporation.

ARTICLE XXIII ANNUAL MEETING

Section 1. Annual Meeting of the corporation shall be held as prescribed in the By-Laws to this corporation.

Section 2. The quorum for the deciding of the time and place for all Annual Meetings shall be pursuant to the actions of the Board of Directors as contained in the By-Laws.

ARTICLE XXIV LIMITATION OF CORPORATE POWERS

Section 1. The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless otherwise or as follows:

Section 2. Any person who is authorized to make any public statement, whether written or oral, purporting to represent the official policy, position, recommendation or opinion of the corporation, shall first make it clear that he or she is representing

the corporation. Thereafter, throughout the entire presentation, he or she shall confine his/her presentation only to those matters which have been properly approved by the corporation.

Section 3. He or she shall not, on this subject or any other, at the same time, present any statement(s) purporting to represent his or her own personal views.

THE UNDERSIGNED INCORPORATOR has executed these Articles of Incorporation this 10 day of May, 1996

SIGNATURE OF INCORPORATOR:

Esmie Bonitto

ESMIE BONITTO, PRESIDENT/CEO
TYPED NAME OF INCORPORATOR SIGNING

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE RE-
GISTERED AGENT/REGISTERED OFFICE IN THE STATE OF FLORIDA:

FILED
96 MAY 24 PM 5:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, INC.
(must include suffix)

2. The name and address of the Registered Agent and Office are:

YVONNE KING
(NAME)

18411 N.W. 24th Avenue
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Miami, Florida 33056-3242
(CITY/STATE/ZIP)

Having been named as Registered Agent and to accept service of pro-
cess for the above stated corporation at the place designated in
this certificate, I hereby accept the appointment as Registered
Agent and agree to act in this capacity. I further agree to com-
ply with the provisions of all statutes relating to the proper and
complete performance of my duties, and I am familiar with and accept
the obligations of my position as Registered Agent.


SIGNATURE

5/10/96
DATE

N9600000002787

IRB
 INTERNATIONAL RESEARCH BUREAU, INC.
 POST OFFICE BOX 14180 • TALLAHASSEE, FL 32317
 (904) 942-2500

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

OFFICE USE ONLY

Miss
 Adult Integrated Residential And Day Care
 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Happy Hands (Corporation Name) (Document #) *Inc.*
2. Racing Options (Corporation Name) (Document #)
3. Featuring You (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in ☐ Pick up time 4:00 ☒ 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	
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<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input checked="" 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

10/16/96
Document Examiner
Updater
Agent
Agent Signature
W.P. Number

Examiner's Initials

RECEIVED
 96 JUN 25 PM 3:08
 DIVISION OF CORPORATION

FILED
 96 JUN 16 AM 9:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

October 9, 1996

IRB
P.O. Box 14189
Tallahassee, FL 32317

SUBJECT: ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY,
INC.
Ref. Number: N96000002787

We have received your document for ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, 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):

A notarized affidavit must accompany the new articles of incorporation if you wish to use the name for the new corporation immediately after the dissolution is filed. The affidavit must state that the company has no intention of revoking the dissolution and that the name is available for immediate use by the new corporation.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 596A00046082



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 26, 1996

INTERNATIONAL RESEARCH BUREAU

TALLAHASSEE, FL

SUBJECT: ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY,
INC.

Ref. Number: N96000002787

We have received your document for ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, 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):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes. Enclosed is the correct form.

Articles of Dissolution for a nonprofit corporation must comply with either section 617.1401 or 617.1403, Florida Statutes.

The current name of the entity is as referenced above. Please correct your document accordingly.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

The corporation name must be correct throughout the document, the title has the name of a completely different corporation, and the name is incorrect in number 1 of the document.

The name of the person signing must be typed or printed beneath the signature.

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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 296A00031627

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF DISSOLUTION
OF
ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, INC.
A Florida "Not For Profit" Corporation

FILED
96 OCT 16 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, Florida 32304

Date Paid:
Filing Fee:

Pursuant to the provisions of Section 617.1401 of the Florida General Corporation Act, the undersigned corporation adopts the following articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the Corporation is ADULT INTEGRATED RESIDENTIAL AND DAY CARE FACILITY, INC. and was incorporated on May 24, 1996 with the Corporation number N96000002787.

2. The names and respective addresses of the officers and directors of the corporation are as follows:

Esmie Bonitto
President, CEO
192 N.E. 124th Street
Miami, FL 33161

Rose Price
Director, CEO
7817 W. Meridan Street
Miramar, FL 33023

Yvonne King
Exec. Vice Pres., CEO
18411 N.W. 24th Avenue
Miami, FL 33056

3. The corporation has not commenced to conduct its affairs.
4. There are no actions pending against the corporation in any court and no debt remains unpaid.
5. The corporation elected to dissolve by majority vote of its directors at a special meeting on June 21, 1996 at 9:30 a.m.

Dated Aug 27, 1996.

Adult Integrated Residential and
Day Care Facility, Inc.

By: Yvonne King

Typed or Printed Name

Executive Vice President, CEO.