

GREENBERG

TRAUBIG

Allan Salovin
407 650 7916

N96000003199

June 11, 1996

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406/13/96--01060--004
***122.50 -- 122.50

Florida Department of State
New Filings Section
Division of Corporations
400 East Gaines Street
P.O. Box 6327
Tallahassee, FL 32301

Re: A.J.D.S. Care Alliance of Florida, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation for the above-referenced not-for-profit corporation. In addition, a check in the amount of \$122.50 payable to your order is enclosed to cover the following costs:

1. Filing fee of \$35 for the Articles of Incorporation.
2. \$52.50 for a certified copy of the Articles of Incorporation.
3. \$35 for designation of a registered agent for the above corporation.

Please file the original of the enclosed Articles of Incorporation and return a certified copy of the same to the undersigned. Thank you for your prompt attention.

Very truly yours,

Allan Salovin

AS/div
Enclosures

Smc
6-14-96

FILED
96 JUN 13 PM 1:13
TALLAHASSEE, FL 32301

GREENBERG TRAUBIG HOFFMAN EPPERT ROSEN & QUINTEE, P.A.

P.O. Box 20629, West Palm Beach, Florida 33416-0629

407 650 7900 / Fax 407 655 6222

777 SOUTH FLAGLER DRIVE, SUITE 310 EAST, WEST PALM BEACH, FLORIDA 33401

MIAMI, NEW YORK, WASHINGTON, D.C.

FORT LAUDERDALE, WEST PALM BEACH, TALLAHASSEE, ORLANDO

ARTICLES OF INCORPORATION
OF
A.I.D.S. CARE ALLIANCE OF FLORIDA, INC.
(A Florida Not For Profit Corporation)

FILED
95 JUL 13 PM 1:13
SEAL
TALLAHASSEE, FLORIDA

ARTICLE I.

Name

The name of this Corporation is A.I.D.S. Care Alliance of Florida, Inc.

ARTICLE II.

Duration

The duration of this Corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida.

ARTICLE III.

Purposes

A. This Corporation is organized exclusively for charitable purposes and shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. In furtherance of this purpose, this Corporation may transact any and all business lawful for a not-for-profit corporation, including but not limited to: providing in-home respite services to any individual with A.I.D.S. who is deemed fit by the Board of Directors for such services and any other support services for those infected and affected by HIV/AIDS which the Board of Directors deems to be fitting for such services.

B. - The Corporation shall be non-partisan and non-political and shall not engage in any activities for the purpose of carrying on propaganda, or otherwise attempting to

influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of a candidate for public office or in favor of or in opposition to any political party, group or faction. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the United States Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the United States Internal Revenue Code.

ARTICLE IV.

Dedication of Assets

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use and dispose of real or personal property in connection with the purposes of the Corporation; and to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized (including, without limitation, the power to appoint advisors to Corporation, and the power to create committees, councils or other subdivisions of the Corporation); and to exercise all powers granted to a corporation not for profit under Florida law.

In addition to the powers specified herein, the Corporation shall have any further powers that may be specified in its Bylaws.

All of the funds and other property of this Corporation and any monies or other benefits from its operations shall be used solely in furtherance of the purposes of the

Corporation. No dividends shall be paid and no part of the income or other funds of the Corporation of any kind shall be used for the individual benefit of members, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the Corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

ARTICLE V.

Membership

Membership in this Corporation shall be limited to persons named in these Articles of Incorporation as the initial directors, the directors of the Corporation elected from time to time as provided in Bylaws of the Corporation, and those persons who manifest an interest in the purposes set forth in Article III of these Articles of Incorporation and whom meet the criteria, if any, established for membership as determined by the Board of Directors.

Funds for meeting the expenses of this Corporation shall be raised by annual dues, projects, voluntary assessments and governmental grants, all as approved by the Board of Directors.

ARTICLE VI.

Location of Principal Office, Initial Registered Office and Name of Initial Registered Agent

The street address of the principal office of the Corporation is 6002 Triphammer Road, Lake Worth, Florida 33463.

The street address of the initial registered office of the Corporation is 6002 Triphammer Road, Lake Worth, Florida 33463.

The name of the initial registered agent at such address is Steven Oliver.

ARTICLE VII.

Initial Directors

There shall be four (4) directors initially constituting the Board of Directors.

The name and address of each person who is to serve as an initial director is as follows:

<u>Name</u>	<u>Address</u>
Sarah Van Sickle	4037 South Davis Road, #6 Lake Worth, Florida 33461
Patrick Hagerty	1416 North L Street Lake Worth, Florida 33460
Steven Chase	9354 Pinion Drive Lake Worth, Florida 33467
Steven Oliver	6002 Triphammer Road Lake Worth, Florida 33463

ARTICLE VIII.

Incorporator

The name and address of the incorporator of this Corporation is Allan Salovin, c/o Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A., 777 South Flagler Drive, Suite 310 (East), West Palm Beach, FL 33401.

ARTICLE IX.

Indemnification of Directors and Officers

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any director or officer made a party or threatened to be made a party to an threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf 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 as regent, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in 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 thereof, 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 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. 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 duties to the Corporation.

B. Any indemnification under paragraph (a) 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 either (1) 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, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (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 that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the

counsel retained by the Corporation, that are, for valid reasons, object 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.

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

E. The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

Management of Corporate Affairs

A. Board of Directors: The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted, by a Board of Directors. The number of directors of the Corporation shall not be less than three (3) nor more than fifteen (15); provided, however, that the initial number of directors shall be three (3). Thereafter, the Board of Directors shall consist of such persons as may be chosen from time to time by the members in the manner described in the By-Laws. Each director shall serve until his successor is elected unless removed by the membership. The terms of the directors may be staggered if so provided in the Bylaws.

B. Corporate Officers: The Board of Directors shall elect such officers as the By-Laws of this Corporation may authorize the directors to elect from time to time.

ARTICLE XI.

Bylaws

The Directors shall have the right to make and adopt such Bylaws as they deem proper and advisable and such Bylaws shall be made, altered or rescinded upon by a majority vote of the Directors then in office and who are present and voting at any regular or special meeting of the Board called for that purpose.

ARTICLE XII.


Amendments

These Articles of Incorporation may be amended by the members of the Corporation in the manner specified in the Bylaws.

ARTICLE XIII.

Dissolution

Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which qualify under Section 501(C)(3) and Section 170(C)(2) of the United States Internal Revenue Code, or to the Federal Government, or to a State or Local Government, for public purposes. None of the assets shall be distributed to any member, officer, or director of this Corporation. Any assets not so disposed of shall be disposed of by the Court of the County in which the principal office of the Corporation has been located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for charitable purposes.

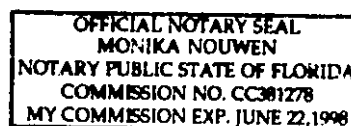

Allan Salovin

SS:

[NOTARIAL SEAL]

Notary: Monika Kocum
 Print Name: _____
 Notary Public, State of _____
 My commission expires: _____

☒ Personally Known OR ☐ Produced Identification
Type of Identification Produced _____



CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

A.I.D.S. Care Alliance of Florida, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Steven Oliver, 6002 Triphammer Road, Lake Worth, FL 33463, as its initial Registered Agent and Office.

By:


Allan Salovin
Incorporator

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


Steven Oliver