

N96000003370

Requestor's Name

CORPORATE ACCESS, INC.

1116-D THOMASVILLE RD Address

TALLAHASSEE, FL 32303

(904) 222-2666

City/State/Zip

Phone #

Office Use Only

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

1. Gingerbread Cottages, Inc.
(Corporation Name) (Document #)

700001873557
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***122.50 ***122.50

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time

6/24/96

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

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

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SAB
6/24/96

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
GINGERBREAD COTTAGES, INC.
(A corporation not-for-profit)**

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STATE
TALLAHASSEE

WE, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree as follows:

ARTICLE I

NAME

The name of this corporation is **GINGERBREAD COTTAGES, INC.**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation is:
6630 Biscayne Boulevard, Miami, Florida 33138.

ARTICLE III

ADDRESS

The street address of the initial registered office of the corporation shall be 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134 and the name of the initial registered agent of the corporation is M.L. Carstarphen, whose address is 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

ARTICLE IV

PURPOSES

The general nature of the objects and purposes of this corporation shall be:

Section 1.

- a) To maintain and operate a charitable and educational agency governed by a Board of Directors, that uses, for the benefit of the entire community, the processes of education and community organization to improve working and living conditions of the residents located within the communities served by the corporation.
- b) To establish, and to provide day care, residential child care, or foster home care for infants, children and or elderly persons, and for such other children designated as "special needs" children and as approved for placement by the State of Florida Department of Human Services as being appropriate to enter into an environment with HIV infected children in any establishment by this corporation for this purpose.
- c) To develop, implement and provide specialized health education programs, seminars and orientation designed to reduce ar eliminate the discriminatory impact and treatment of persons living with HIV and other communicable diseases or conditions which may tend to isolate such children from the mainstream of services among employer, housing providers, and extended family members.

- d) To sponsor and conduct conferences, forums and institutes and other projects of public education in furtherance of the purposes and programs of the corporation, including but not limited to economic development activity.
- e) To make inquiries, studies and surveys and to carry on research generally consistent with the purposes of the corporation; to publish and distribute, by sale, loan or gifts, books leaflets, pamphlets, papers and other documents setting forth information concerning these researches and the purposes, programs and activities of the corporation and to disseminate such information through any other medium of communication.
- f) To increase the production and reduce the cost of home ownership; to engage in activities and programs whose purpose or effect is to increase the economic and home ownership opportunities within the community service area.

Section 2.

Notwithstanding any other provision hereof, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which

are deductible under Section 170(c)(2) of the Code and Regulations, as they may now exist or as they may hereafter be amended.

Section 3.

Upon the dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable or educational organizations, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they may now exist, or as they may hereafter be amended.

Section 4.

As a means of accomplishing the foregoing purpose, the Corporation shall have the following powers:

- 1) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
- 2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

- 3) To borrow money, and, from time-to-time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation wherever situated, whether now owned or hereafter to be acquired.
- 4) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations, as they now exist or as they may hereafter be amended.
- 5) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a

corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitations and conditions, that notwithstanding any other provision of this certificate, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

- 6) To work in conjunction with and to contract with, for any purpose for which this corporation is organized, agencies of the Governments of the United States and the State of Florida and its counties and municipalities, and with all institutions licensed thereby, insured thereby and operating under the laws and regulations thereof.

ARTICLE V.

QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time-to-time hereafter, may become members, in the manner provided in the By-Laws.

ARTICLE VI.

TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE VII.

OFFICERS

Section 1.

The officers of the Corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

Section 2.

The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
Chair	M.L. Carstarphen 2906 Douglas Road, Suite 201 Coral Gables, Florida 33134

Vice Chair

Dr. Nsibide Ikpe
13551 S.W. 62nd Avenue
Miami, Florida 33156

Secretary

Barbara C. Bush
510 N.E. 93rd Street
Miami Shores, Florida 33138

Treasurer

Oliver L. Gross
6630 Biscayne Blvd.
Miami, Florida 33138

The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VIII.

BOARD OF DIRECTORS

Section 1.

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have not less than three (3) Directors, initially. The number of Directors may be increased from time-to-time, by the By-Laws, but shall never be less than (3).

Section 2.

The Board of Directors shall be members of the Corporation.

Section 3.

The Names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting of the Corporation are:

M.L. Carstarphen
2906 Douglas Road, Suite 201
Coral Gables, Florida 33134

Dr. Nsibide Ikpe
13551 S.W. 62nd Avenue
Miami, Florida 33156

Barbara C. Bush
510 N.E. 93rd Street
Miami Shores, Florida 33138

Almada L. Musgrove
1146 N.W. 104th Street
Miami, Florida 33150

Oliver L. Gross
6630 Biscayne Blvd.
Miami, Florida 33138

ARTICLE IX.

BOARD OF DIRECTORS ADVISORY

Within sixty (60) days from of the commencement of operations of any pre which requires an advisory board, the Board of Director(s) of this Corporation shall elect or appoint an Advisory Board. The Advisory Board shall review the operational policies and practices, inspect the facilities and programs, conduct interviews with children and/ or other program participants and staff members, and review matters affecting the care of and services to the children and/ or other program participants. Members of the Advisory Board shall not have a proprietary interest to ensure that the policies, procedures, and programs of this corporation are adequate to meet the care and supervision needs of the children or relevant population.

The names and residential addresses of the persons who will serve as advisory board members shall be available within (60) sixty days from the

commencement of the operation of a program which requires an advisory board.

ARTICLE X.

LOCATION

The location of this corporation shall be in the County of Dade, State of Florida.

ARTICLE XI.

INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is: M.L. Carstarphen, 2906 Douglas Road, Suite 201, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporator, have hereunto set our hands and seals this 20th day of June, 1996 for the purpose of forming this corporation not-for-profit, under the Laws of the State of Florida.



M. L. Carstarphen, Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

M.L. Carstarphen, having mailing address of 2906 Douglas Road, Suite 201,
Coral Gables, Florida 33134, and having been designated as the Registered Agent
in the above and foregoing Articles, is familiar with and accepts the obligations of the
position of Registered Agent under Section 607.0505, Florida Statutes.



M.L. CARSTARPHEN

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