



N96000005392

October 15, 1996

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314s

BOARD OF DIRECTORS

Officers

Dr. Roy Hodge
President
Helen Butler
Secretary
Vincent C. Anderson
Treasurer

Members

Constance L. Allen
Reginald Chyns, Esq.
Clyde W. Ewell
T. Wilford Fox
Donald E. Frazier
Howard H. Gray, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Corrine P. Munn
Dr. Rudolph Moss
Garth C. Ramsey
Neil Robinson
Dorothy Steward
Kathleen Johnson Street
Edward H. Black
Executive Director

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificates Designating Place of Business, and the money order or check for filing fees for the following:

No	Company Name	MO/Ck No.	Amount
	NEW BEGINNINGS ADULT DAY SERVICES, INC.	4227	\$122.50

Please file both the Articles and Certificate of Designation for the corporation and return a file-marked certified copy of each document to the following:

800001980368--5
-10/18/96--01086--014
****122.50 ****122.50

Jeannette G. Andrews
Attorney At Law
Tools For Change
6255 Northwest 7th Avenue
Miami, Florida 33150

Thank you for your attention to this matter.

Sincerely,

Jeannette G. Andrews
Attorney At Law

Encls.

OCT 21 1996

B5B

TOOLS FOR CHANGE

BLACK ECONOMIC DEVELOPMENT COALITION, INC.

6255 N W 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

9539

CERTIFICATE OF INCORPORATION

OF

NEW BEGINNINGS ADULT DAY SERVICES, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

96 OCT 18 PM 3:10

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: NEW BEGINNINGS ADULT DAY SERVICES, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 17310 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33160.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be a membership organization composed of those persons hereinafter listed as the initial board of directors and all other persons or organizations elected/selected for membership as provided in the bylaws.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 17310 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33160, and ALICIA SCHINDLER is the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of **THREE (3) persons**. The number of directors may be increased or decreased from time to time by an amendment to the bylaws; however, there shall never be less than three directors. All directors shall be selected as provided for in the bylaws.

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATORS

The incorporators of the Corporation is as follows:

**ALICIA SCHINDLER
17310 COLLINS AVENUE
MIAMI BEACH, FLORIDA 33160**

IN WITNESS WHEREOF, I, ALICIA SCHINDLER, the undersigned incorporators to these Articles of Incorporation, have affixed our signatures thereto on October 7, 1996.

Alicia Schindler
ALICIA SCHINDLER

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was sworn to before me this 7th day of October, 1996, by ALICIA SCHINDLER, who personally appeared before me at the time of notarization, and who are personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: Geraldine H. Sullivan

PRINT: Geraldine H. Sullivan

STATE OF FLORIDA AT LARGE

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That NEW BEGINNINGS ADULT DAY SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI BEACH, County of DADE, State of FLORIDA, has named ALICIA SCHINDLER located at 17310 COLLINS AVENUE, in the City of MIAMI BEACH, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Alicia Schindler
ALICIA SCHINDLER

DATED: October 2, 1996

FILED
96 OCT 18 PM 3:10
TALLAHASSEE, FLORIDA