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220 Miracle Mile, Suite 216  
Coral Gables, Florida 33134

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City/State/Zip

Phone #

Office Use Only

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

1. CENTER FOR AIDS EDUCATION AND SENIOR EMPOWERMENT, INC.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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☐ 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	
<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

FILED  
96 DEC -5 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**  
**OF**  
**CENTER FOR AIDS EDUCATION AND SENIOR EMPOWERMENT, INC.**  
A Florida "Not for Profit" Corporation

FILED  
96 DEC -5 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**I. NAME OF CORPORATION:**

The name of the corporation is Center for AIDS Education and Senior Empowerment, Inc.

**II. PRINCIPAL OFFICE:**

The principal office of the corporation is located at 610 Espanola Way, Miami Beach, Florida 33139.

**III. MAILING ADDRESS:**

The mailing address of the corporation is 610 Espanola Way, Miami Beach, Florida 33139.

**IV. REGISTERED AGENT**

The name of the registered agent of the corporation is Vincent Delgado. The address of this registered agent is 610 Espanola Way, Miami Beach, Florida 33139.

**V. DURATION/MEMBERSHIP:**

The period of duration is perpetual. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws.

**VI. INITIAL BOARD OF DIRECTORS**

A. There shall be four (4) directors on the initial Board of Directors.

B. The method of election of the Board of Directors shall be stated in the bylaws.

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

Vincent Delgado  
151 N.E. 152 Street  
Miami, Florida 33162

Jim Happy-Delpech  
620 Michigan Avenue, Apt. 6  
Miami Beach, Florida 33139

Joseph Kostick  
131 N.E. 172 Street  
North Miami Beach, Florida 33162

Joanne Moldwar  
7441 Wayne Avenue, Apt. 7-P  
Miami Beach, Florida 33141

## VII. INCORPORATORS

The name and address of the incorporator is: Vincent Delgado,  
151 N.E. 152 Street, Miami, Florida 33162.

## VIII. CORPORATE PURPOSES

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1.) To raise the economic, educational and social levels of the residents of Dade County Florida, including members of the minority community, who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to the end that (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened; and (c) racial tensions, prejudice, and discrimination, economic, and otherwise, may be eliminated.

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

3.) To expand 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 Dade County for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live. It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure

the basic human needs of decent shelter and to thus lessen the burdens of government and promote the social welfare. To provide such housing through rehabilitation of existing substandard buildings and construction of new facilities in the place of blighted structures or blighted vacant sites in the place of blighted structures or blighted vacant sites for the purpose of combatting the deterioration of the community and contributing to its physical improvement.

4.) To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, 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.

5.) 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.

6.) 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.

#### **IX. 501(C)(3) LIMITATIONS:**

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

C. **NO PRIVATE INNUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. 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. 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.

D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. **DISSOLUTION:** 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. If the Corporation holds any assets in trust, such assets shall be disposed of in such a 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.

F. **PRIVATE FOUNDATION STATUS:** In the event that this Corporation shall become a "private foundation" within the meaning of section 509 of the Internal Revenue Code 1954, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under section 4942 of the Internal Revenue Code; 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 of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

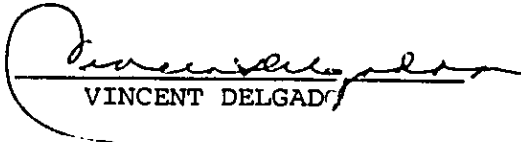
## **X. INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he 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 by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any 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 duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Office (or such heirs, executors of administrators) may be entitled apart from this Article.

### **Execution**

These Articles of Incorporation are hereby executed by the incorporator on this 3rd day of December, 1996.

  
VINCENT DELGADO

STATE OF FLORIDA ]

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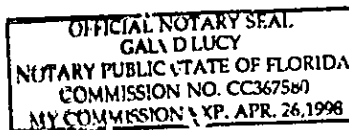
COUNTY OF DADE ]

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared VINCENT DELGADO to me known to be the person described in and who executed the foregoing instrument as incorporator and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 3rd day of December, 1996.

  
NOTARY PUBLIC STATE OF FLORIDA  
**GALE D. LUCY**

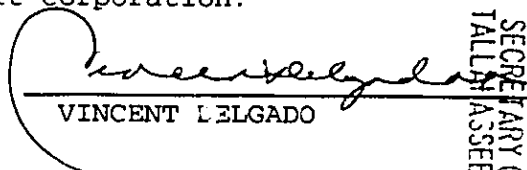
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### **REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

I VINCENT DELGADO, hereby accept my appointment as registered agent for the CENTER FOR AIDS EDUCATION AND SENIOR EMPOWERMENT, INC., a Florida not-for-profit corporation.

12/3/96  
Date

  
VINCENT DELGADO

FILED  
96 DEC -5 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA