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Secretary of State, Florida  
Corporate Records Department  
409 East Gaines Street  
Tallahassee, FL 33399

Ladies & Gentlemen:

I am enclosing original and one copy of the Articles of Incorporation of Gray Panthers of North Dade, Inc., a not-for-profit corporation. Also enclosed is my client's check in the amount of \$122.50. Please send me a certified copy of the Articles.

Thank you very much.

Very truly yours,

*Joseph Blonsky*  
Joseph Blonsky

Enclosures

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ARTICLES OF INCORPORATION  
OF  
GRAY PANTHERS OF NORTH DADE, INC.

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SEC. 6  
TALLAH. FLA.

The undersigned, each a natural person competent to contract, hereby associate themselves together to form a corporation, not for profit for the purpose of conducting their business and promoting the purposes hereinafter stated under the provisions Chapter 617 of the Florida Statutes and for these purposes to adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be GRAY PANTHERS OF NORTH DADE, INC. ("Corporation").

ARTICLE II

PURPOSE

This not-for-profit corporation is organized for the following purposes:

- A. To foster the concept of aging as growth during the individual's total life span from birth to death, through personal development and social involvement.
- B. To advocate fundamental change in areas of multigenerational concern that would eliminate injustices, discrimination and oppression based on age, sex, race, ethnicity and religious, sexual or political preferences.
- C. To help create a more humane and socially responsible society, and to heighten opportunities for all people to realize their full potential.

D. To act independently and in coalition with other groups to achieve both short term social and economic changes, and ultimately a democratic society that serves human needs above private profits and reduces the concentration of corporate power.

E. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

F. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

G. Notwithstanding anything herein to the contrary, the Corporation may exercise and any all, but no other, powers as are in furtherance of the exempt purposes of organization set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

### ARTICLE III

#### CORPORATE OFFICE

Both the principal office of the Corporation and its mailing address is c/o Rebecca Rosen, 3 Island Avenue, Apt. 12H, Miami Beach, Florida 33139. The location may be changed from time to time to such place within the State of Florida as the Board of Directors may determine.

## ARTICLE IV

### POWERS AND LIMITATIONS OF POWERS

A. Powers. The Corporation shall have the power:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(2) To act as trustee of property whenever the Corporation has either a beneficial, contingent or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(3) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(4) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(5) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(6) To perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation for the protection and benefit of the Corporation.

B. Limitation of Powers. Notwithstanding any of the powers of this Corporation through its Articles of Incorporation, Bylaws or the laws of the State of Florida, the following limitations of powers shall apply:

(1) This Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(2) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

(3) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusive for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

#### ARTICLE V

##### QUALIFICATION OF MEMBERS

The initial members of this Corporation shall include the first Board of Directors. Thereafter, persons who shall be interested in furthering the purposes of the Corporation through

participation in the activities of the Corporation shall be eligible for membership in accordance with the terms and provisions of the Bylaws.

#### ARTICLE VI

##### TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VII

##### INCORPORATORS

The name and address of the Incorporator of the Corporation is:

Rebecca Rosen

3 Island Avenue, Apt. 12H  
Miami Beach, Florida 33139

#### ARTICLE VIII

##### OFFICERS

The affairs of this Corporation shall be managed by a President, a Vice-President, a Treasurer and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person. The officers shall be elected annually by the Board of Directors at such time and in such manner as shall be provided by the Bylaws.

#### ARTICLE IX

##### BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors to be not less than three members; but it may be comprised of any number in excess thereof. The Directors shall be elected annually. The initial Board of Directors, who are to serve until the first election thereof, are:

Rebecca Rosen

3 Island Avenue, Apt. 12H  
Miami Beach, Florida 33139

Irma Rochlin	2030 S. Ocean Drive, Apt. 1114 Hallandale, Florida 33009
Getrude Greenberg	1591 Miami Gardens Drive, Apt. 114 North Miami Beach, Florida 33179
Claire Yanow	1200 N.E. Miami Gardens Drive, Apt. 420 North Miami Beach, Florida 33179
Charlotte Sassaman	9541 Carlisle Avenue Surfside, Florida 33154
Mary Bredemeier	7441 Wayne Avenue, Apt. 15C Miami Beach, Florida 33141
Nina Batchelor	9 Island Avenue, Apt. 2408 Miami Beach, Florida 33139
Dorothy Fleisher	861 North Venetian Drive Miami, Florida 33139
Morton Folstein	4720 Pinetree Drive, Apt. 19 Miami Beach, Florida 33140
Miriam Meyerhoff	9511 Collins Avenue, Apt. 1104 Surfside, Florida 33154

#### ARTICLE X

##### REGISTERED AGENT

The initial registered office of the Corporation is 3 Island Avenue, Apt. 12H, Miami Beach, Florida 33139, and the initial registered agent of the Corporation at that address is Rebecca Rosen.

#### ARTICLE XI

##### AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner: A proposal to amend may be made to the Board of Directors by any member and upon approval of said amendment by a two-thirds vote by the Board of Directors, shall be presented to the members at any regular meeting or special meeting called for that purpose. The amendment shall be adopted by a majority vote of the members present and voting at such meeting.

ARTICLE XII

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Directors by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Directors shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, has set her hand and seal this 11 day of December, 1996.

Rebecca Rosen  
REBECCA ROSEN

STATE OF FLORIDA     )  
                                      ) :ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 11 day of ~~February~~ December, 1996 by REBECCA ROSEN, ☒ who is/are personally known to me or ☐ who has/have produced properly as identification.

ADDY J. CONN  
Notary Public, STATE OF FLORIDA

Print name: ADDY J. CONN

My Commission Expires:



ADDY J. CONN  
COMMISSION # CC403865  
EXPIRES AUGUST 29, 1998  
ALAN INSURANCE SERVICE  
1-800-488-0040



CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE

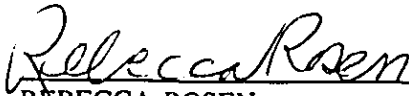
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

GRAY PANTHERS OF NORTH DADE, INC., desiring to organize under the laws of the State of Florida, hereby designates Rebecca Rosen its registered agent and 3 Island Avenue, Apt. 12H, Miami Beach, Florida 33139 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
REBECCA ROSEN  
(Registered Agent)

FILED  
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NOTARY PUBLIC  
STATE OF FLORIDA