

19700006173

Connie Bowers and Associates, Inc.

Business Synergy for the 90's
16938 South Dixie Highway
Miami, FL 33157
(305)252-3322 Fax (305)252-3341

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV - 3 PM 1:03

Incorporation Transmittal Letter

October 26, 1997

Doris Brown, New Filing Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600002338746--1
-11/05/97--01049--025
*****80.00 *****80.00

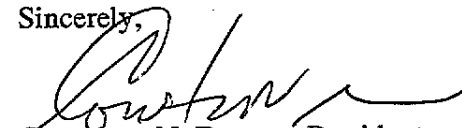
re: Joslyn Petitfere Foundation for AIDS Mothers and Children, Inc.

Enclosed is an original and copy of the Articles of Incorporation and a check for \$78.75 for filing fee and certificate.

Please mail to:

Constance N. Bowers, President
Connie Bowers and Associates, Inc.
16938 South Dixie Highway
Miami, FL 33157
(305)252-3322

Sincerely,


Constance N. Bowers, President
Enc.

D. BROWN NOV - 3 1997

Connie Bowers and Associates, Inc.
Business Synergy for the 90's
16938 South Dixie Highway
Miami, FL 33157
(305)252-3322 Fax(305)252-3341

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -3 PM 1:03

Constance N. Bowers, President

ARTICLES OF INCORPORATION
OF
JOSLYN PETITFERE FOUNDATION FOR AIDS MOTHERS
AND CHILDREN , INC.

The undersigned, acting as incorporator of a not-for-profit corporation pursuant to Chapter 61 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be: JOSLYN PETITFERE FOUNDATION FOR AIDS MOTHERS AND CHILDREN, INC.

ARTICLE II - ADDRESS

The mailing address of the corporation shall be: 321 N. W. 147 STREET, MIAMI, FL 33167.

ARTICLE III ~ INCORPORATOR

The name and street address of the incorporator of this corporation is:

Constance N. Bowers
16938 South Dixie Highway
Miami, Florida 33157

ARTICLE IV - PURPOSES

The corporation is organized as a not-for-profit, charitable corporation and not for the private or pecuniary gain of any person or entity. The specific purposes for which the corporation is organized are:

To operate exclusively for the care of the mothers with AIDS and their babies, whether born or unborn, including without limitation, for the relief of the underserved adolescent and teenage population with aids; to assist such persons to retain their dignity; and to lessen the burdens of government. In order to effect the foregoing, the corporation shall, among other things, assist individuals with AIDS and their families obtain an attractive and safe living facility, provide counseling, training and education to enable such individuals and

families to establish a home-like atmosphere; and engage in any and all other lawful activities incidental to and in furtherance of the foregoing purposes.

ARTICLE V - POWERS :LIMITATIONS

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof.

No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Neither the corporation nor its directors, officers or members shall have the power to enter into a contract on behalf of or otherwise bind any individual director, officer or member of the corporation personally. Any and all persons or entities that contract with, extend credit to or otherwise have a claim against the corporation shall have recourse only to the funds, assets and other property of the corporation for the satisfaction of any contractual obligation of or claim against the corporation or the payment of any debt or liability of the corporation, and none of the present or future directors, officers or members of the corporation shall have any personal liability for any such obligation, claim, debt or liability of the corporation.

ARTICLE VI • DIRECTORS

The affairs of the corporation shall be managed by a board of directors. The number of directors comprising the board and the manner in which such directors shall be elected shall be set forth in the corporation's By-laws.

ARTICLE VII - DIRECTOR'S LIABILITY AND INDEMNIFICATION

No director or officer of the corporation shall be personally liable to the corporation or any other person or entity for monetary damages for any statement, vote, decision, action or inaction by any director or officer regarding the corporation's management of policies, except as set forth in Section 617.0834 of the Florida Statutes (as it may be amended or superseded).

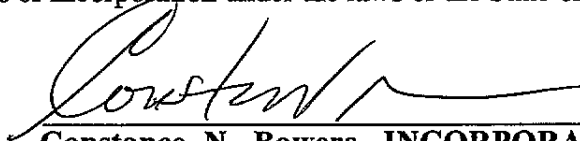
The corporation shall have the power, only to the extent that its status as an organization exempt from federal income taxation under Section 501 (c) (3) of the Code (as it may be amended or superseded) is not affected or prejudiced in any way, to indemnify and/or advance expenses to any person who was or is a director, officer, employee or agent of the corporation (or was or in which the corporation had or has a direct or indirect interest) for any and all liability, cost or expense incurred by such person in connection with any claim, action or proceeding to which such person is a party by reason of holding any such position with the corporation or any such other organization; provided, however, that such indemnification shall at all times be subject to the conditions and limitations set forth in Section 607.08050 of the Florida Statutes (as it may be amended or superseded).

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent is of this corporation is the Consultin~; Firm of Constance N. Bowers, doing business as Connie Bowers and Associates, Inc., located at 16938 South Dixie Highway, Miami, Florida 33157. The name and address of the registered agent of this corporation is the Consulting Firm of Constance N. Bowers doing Business as *Connie Bowers and Associates, Inc.*, 16938 South Dixie Highway, Miami, Florida 33157.

ARTICLE IX - INCORPORATOR(S)

As the undersigned Incorporator, I have set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of October, 1997.


Constance N. Bowers, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Consulting Firm of Constance N. Bowers, doing business as Connie Bowers and Associates, Inc., having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0501, Florida Statutes.

The Consulting Firm of Constance N. Bowers, doing business as *Connie Bowers and Associates, Inc.*



CONSTANCE BOWERS, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
91 NOV -3 PM 1:03