

N 97000006605

SUNRISE COMMUNITY Inc.

9040 Sunset Drive
Miami, Florida 33173
Telephone: (305) 596-9040
Fax: (305) 598-8240

November 18, 1997

OFFICERS OF THE BOARD:

Chairperson —
George L. Spelios, DDS

First Vice Chairperson —
Stephen T. Rice, CLU, ChFC

Second Vice Chairperson —
Steven M. Weinger, Esq.

Secretary —
Pauline A. Young, EdD

Treasurer —
Geraldine Tucker

Secretary of State
Division of Corporations
George Firestone Building
409 E. Gaines Street
Tallahassee, FL 32399

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11/20/97--01081--015
***245.00 ***122.50
Office Use Only

Dear Sir:

Enclosed you will find two original sets of Articles of Incorporation for **Cape Coral Home, Inc. and Amistad Y Caridad – Friendship & Charity**, along with the required acceptance by the registered agent. Please return one original certified copy of the Articles of Incorporation for each company, once filing is completed, to:

Sherri L. Thorp
Executive Assistant
to the President & CEO
9040 Sunset Drive, Suite 70-A
Miami, FL 33173

BOARD OF
DIRECTORS:
Dorothy W. Adside
Connie Crowther
Barnett A. Greenberg, DBA
Richard H. McCarthy
Robert H. Moring, CLU, CFP
Richard Smith
Jose E. Souto
Gloria A. Wetherington

**I HAVE ENCLOSED AN AIRBILL FOR YOU TO FEDERAL EXPRESS
THE CERTIFIED COPIES BACK TO ME. PLEASE RUSH THIS IF AT
ALL POSSIBLE.**

Sincerely,

Sherri L. Thorp

Sherri L. Thorp
Executive Assistant
to the President & CEO

OFFICERS OF THE CORPORATION:

President /CEO-
Les Leech, Jr.

Secretary/Treasurer —
James G. Weeks, PhD

12/8
11-24-97

97 NOV 20 PM 1:00
FILED
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMISTAD Y CARIDAD – FRIENDSHIP & CHARITY
- Building a Foundation For The Disabled of Mexico, Inc.
(A Florida Not-for-profit Corporation)

EFFECTIVE DATE
11-15-1997

The undersigned, a natural person the age of twenty-one years or more, acting as incorporator of a corporation, hereby adopts the following Articles of Incorporation for such corporation pursuant to the Not-for-profit Corporation Act, and signs and delivers the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is AMISTAD Y CARIDAD – FRIENDSHIP & CHARITY – Building a Foundation For The Disabled of Mexico, Inc.

ARTICLE II - DURATION

The existence of this corporation shall commence on the 15th day of November, 1997; provided that if such day be unauthorized under law, then on the earliest day allowable pursuant to Florida law for the commencement of corporate existence. The duration of the corporation shall be perpetual.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a not-for-profit corporation as defined in the Florida Not-for-profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3).

C. This corporation is authorized to engage in any lawful activity for which not-for-profit corporations may be organized under the laws of the State of Florida and shall have all of the powers vested in a not-for-profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B above.

FILED
97 NOV 20 PM 1:00
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - LIMITATION

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its Members, nonvoting Members, Directors or Officers, other private individuals or organizations organized and operated for a profit; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article 3 hereof, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax described in Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2) or (3) (as the case may be); and/or (c) by an organization contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2) or 2522(a)(2).

C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V - MEMBERS

The corporation shall have such members as are specified in the bylaws of the corporation.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of the corporation at such address are as follows:

Registered Agent

Leslie W. Leech, Jr.

Street Address of
Registered Office

9040 Sunset Drive
Miami, FL 33173

ARTICLE VII - BOARD OF DIRECTORS

The management of the corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The manner of election of directors and officers of the corporation shall be provided in the bylaws of the corporation. The names and addresses of the initial Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Leslie W. Leech, Jr.	9040 Sunset Drive Miami, FL 33173
Joseph A. Aniello	1411 NW 14 th Ave. Miami, FL 33125
Jennie Weiss Block	7555 Los Pinos Blvd. Miami, FL 33143

ARTICLE VIII - DISSOLUTION

In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) A not-for-profit organization or organizations which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) A not-for-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue

Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE IX - INCORPORATOR AND PRINCIPAL OFFICE OF CORPORATION

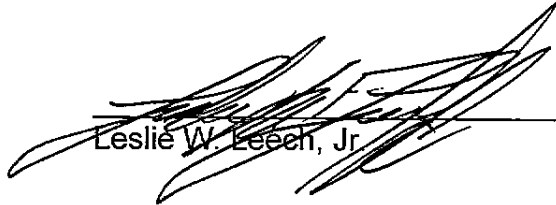
The following address is the initial principal office of the Corporation.
The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
Leslie W. Leech, Jr.	Suite 70-A 9040 Sunset Drive Miami, FL 33173

ARTICLE X - INDEMNIFICATION

This corporation shall indemnify all officers and directors and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

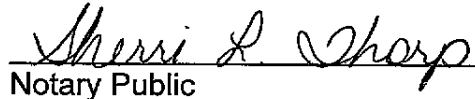
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of November, 1997.



Leslie W. Leech, Jr.

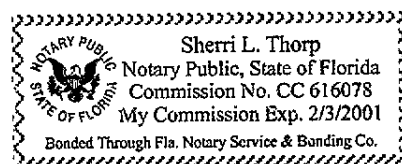
STATE OF FLORIDA
COUNTY OF DADE

The foregoing Articles of Incorporation were acknowledged before me, this 11th day of November, 1997, by Leslie W. Leech, Jr. as Incorporator.



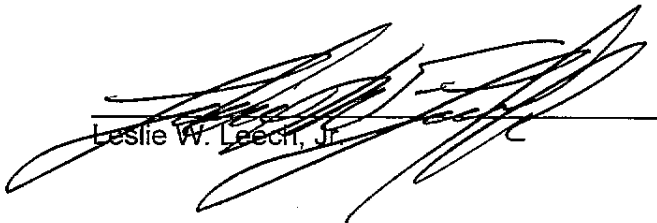
Notary Public

AyCf&C.ART




ACCEPTANCE BY REGISTERED AGENT

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Leslie W. Leech, Jr.

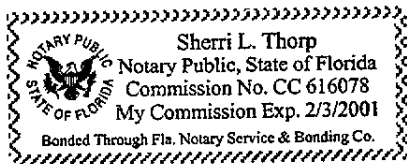
STATE OF FLORIDA
COUNTY OF DADE

SWORN TO AND SUBSCRIBED BEFORE me this 11th day of November, 1997
by Leslie W. Leech, Jr., who is personally known to me and who did not take an oath.


Sherri L. Thorp, Notary Public

My Commission Expires:

AyCART



FILED
97 NOV 20 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA