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The Starting Place Consignment & Thrift Shop, Inc.

2861 Somerset Drive
F-218
Lauderdale Lakes, Florida 33311
(954) 563-1008

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR 13 PM 1:20

March 12, 1998

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-03/13/98--01118--011
****122.50 ****122.50

RE: The Starting Place Consignment & Thrift Store, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,



Mona McDade

The Starting Place Consignment & Thrift Store, Inc.
(Name of Corporation)

MAILING ADDRESS OF CORPORATION
The Starting Place Consignment & Thrift Shop, Inc.
2861 Somerset Drive
F-218
Lauderdale Lakes, Florida 33311

D. BROWN MAR 16 1998

OF
THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC.,
A NON PROFIT CORPORATION

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The undersigned acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC.

ARTICLE II

ADDRESS

The address of the principle office and the mailing address of the corporation shall be THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC., 2861 Somerset Drive, #F218, Lauderdale Lakes, Florida, 33311.

ARTICLE III

MEMBERS

Initial members of this non-profit corporation shall be the incorporator of this non-profit corporation and its initial Board of Directors as named herein. Future members of this corporation shall be voted in as members by a majority vote of the Board of Directors. The Board of Directors shall have full power to remove or add members as stated herein or in the manner more fully set forth in the By-Laws of this corporation.

PREPARED BY:
MARSHALL D. PLATT, ESQ.
MARSHALL DOUGLAS PLATT, P.A., Attorney at Law
3864 Sheridan Street
Hollywood, Florida 33021
Telephone: (954) 983-2211
Florida Bar No.: 239844

ARTICLE IV

TERM

This non-profit corporation shall have perpetual existence.

ARTICLE V

PURPOSE

The nature of this non-profit corporation and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned:

A. Pursuant to IRS Code Section 501;

1. To accept any and all donations, gifts, devices, and bequests, real and personal property and to sell said items or property for and on behalf of The Starting Place, Inc., a non-profit drug rehabilitation center located in Broward County, Florida.
2. This non-profit corporation is organized and operates exclusively for charitable purposes within the meaning of the IRS Code 501, Subsection (c), Subsection (3).
3. This non-profit corporation shall not carry on any activities which do not further this organizations exempt purposes, except where these non-exempt activities are an unsubstantial part of this organizations activities.
4. 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.
5. 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 purpose 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 or 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.

6. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

MANAGEMENT

Section 1: The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified by the By-Laws as members of the Board of Directors.

The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership held March 15, 1998, or at such early annual meeting, or at a special meeting called for the purpose of electing a new Board of Directors prior to March 15, 1998, as provided for in the By-Laws and shall then serve for a term of one (1) year or until their successor shall be elected and shall qualify, all as more particularly set forth in the By-Laws.

Provisions for elections and provisions respecting the removal, disqualification and resignation of directors, and for filling vacancies on the Board of Directors are established by the By-Laws.

Section II: The principle officers of the corporation shall be:

President
Vice President
Secretary
Treasurer

who shall be elected from time to time in the manner provided for in the By-Laws. Other offices may be provided for in the By-Laws.

ARTICLE VII

OFFICERS

The names of the officers who are to serve until the first election of officers pursuant to the provisions of the By-Laws are as follows:

MONA McDADE	President
GLENN H. LORE	Vice President
GLENN H. LORE	Secretary
MONA McDADE	Treasurer

ARTICLE VIII

DIRECTORS

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors as provided for in the Article VII, herein above, and in the By-Laws:

NAME:

RESIDENCE ADDRESS:

MONA McDADE

2861 Somerset Drive, #F218
Lauderdale Lakes, Florida 33311

GLENN H. LORE

2861 Somerset Drive, #F218
Lauderdale Lakes, Florida 33311

MARGARET A. LESSARD

243 S.W. 15th Street
Dania, Florida 33004

ARTICLE IX

BY-LAWS

The original By-Laws of the corporation shall initially be prepared at the instance of and approval by a majority vote of the First Board of Directors. Thereafter said By-Laws may be amended by the Board of Directors or by the members in the manner provided for in said By-Laws for amendments, to-wit:

The By-Laws may be altered, amended or added to in the following manner by any of the three provisions hereinafter set forth:

1. An amendment may be adopted by a 2/3rds majority of the full Board of Directors of this non-profit corporation, or
2. An amendment may be adopted if has been approved by the affirmative vote of a majority of the voting members at a meeting duly called for such purpose and if thereafter ratified by a majority of the Board of Directors of this non-profit corporation, or
3. An amendment may be adopted by the affirmative vote of 2/3rds of the total votes of the voting membership at a meeting duly called and noticed for such purposes.

ARTICLE X

LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in Section 617.0302 of the Florida Statutes, without limitation.

ARTICLE XI

AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the corporation acting upon a vote of a majority of the Directors

and approved by a vote of sixty-six & two-thirds (66- $\frac{2}{3}$ rds%) percent of the members of the corporation. Upon any amending or amendments to these Articles of Incorporation being proposed by said Board of Directors, such proposed amendment or amendments shall be transmitted to the President of the corporation or other officers of the corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him or her of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his Post Office address as it appears on the records of the corporation, the postage thereupon prepaid. Any member may by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the corporation, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of sixty-six & two-thirds (66- $\frac{2}{3}$ rds%) percent of the members in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Article of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of the State of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Official Records Book of Broward County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting

held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any member of the corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the corporation at or prior to such meeting.

Notwithstanding the foregoing provisions of this ARTICLE IX, until the annual meeting to be held March 15, 1998, or at such earlier annual meeting, or Special Meeting called to elect a new Board of Directors prior to March 15, 1998, as more fully set forth and provided for in the By-Laws, no amendment or amendments to these Articles of Incorporation shall be adopted or become effective without the prior written consent of any and all parties as described herein as required.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The Registered Office of the corporation shall be at:

2861 SOMERSET DRIVE, #F218
LAUDERDALE LAKES, FLORIDA 33311

Said corporation shall have full power and authority to transact business and to establish offices and agencies in such other places both within and without the State of Florida and in any foreign countries. The name of the initial Registered Agent of this corporation at the above address is MONA McDADE, 2861 Somerset Drive, #F218, Lauderdale Lakes, Florida 33311.

ARTICLE XIII

DISTRIBUTIONS

There shall be no dividends paid to any of the members of this non-profit corporation. The corporation may pay compensation in a reasonable amount to its

members, directors and officers, for services rendered, they confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution of any and all funds held within this corporation to an appropriate like foundation/corporation approved by a majority vote of the Board of Directors. No such payments, benefits or distributions shall be deemed to be a dividend or distribution of income.

This corporation shall issue no shares of stock of any kind or nature whatsoever, except that it may issue Certificates of Membership in the corporation, which certificates of membership are not and shall not, under any circumstances, be construed to be shares of stock. Membership in the corporation and transfer thereof shall be upon such terms and conditions as provided for in the By-Laws and as provided in Article III, herein above. The voting rights of members shall be as set forth in the By-Laws.

ARTICLE XIV

INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is MONA McDADE, whose address is 2861 Somerset Drive, #F218, Lauderdale Lakes, Florida, 33311.

IN WITNESS WHEREOF, the undersigned Incorporator, being the same person named in Article XII above, and in evidence of her desire to form this non-profit corporation, does hereto subscribe her name, this 16th day of February, 1998.



MONA McDADE

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

BEFORE ME, the undersigned authority, personally appeared MONA McDADE, to me personally known and known to me to be the person described in and whose name is signed to the foregoing Certificate of Incorporation of THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC., and who is described in said Certificate as the Incorporator of said corporation, and she acknowledged before me that she executed same for the purpose herein expressed, and who did not take an oath.

GIVEN under my hand and seal of office, this 16th day of February, 1998.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



C. Herrera
MY COMMISSION # CC663803 EXPIRES
July 15, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST: THE STARTING PLACE CONSIGNMENT AND THRIFT SHOP, INC., a
Non-Profit Corporation, DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF
LAUDERDALE LAKES, COUNTY OF BROWARD, STATE OF FLORIDA, HAS NAMED MONA
McDADE, LOCATED AT 2861 Somerset Drive, #F218, Lauderdale Lakes, Florida 33311, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: *Mona McDADE*
MONA McDADE

TITLE: PRESIDENT

DATE: 2/16, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE: *Mona McDADE*
MONA McDADE
(Registered Agent)

DATE: 2/16, 1998

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SECRETARY OF
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