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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-11/30/98--01064--019  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Center for Youth and Elderly Services, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Daniel R. Harden  
Name (Printed or typed)  
1400 NW. 32nd Avenue  
Address  
Ft. Lauderdale, FL 33311  
City, State & Zip  
(954) 735-4202  
Daytime Telephone number

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B. BROCK DEC 4 1998

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation**  
**for the**  
**Center for Youth and Elderly Services, Inc.**

The undersigned, has formed a corporation under the Non-profit Corporation Law of Florida, Chapter 617. F.S., and hereby certifies the restated articles of incorporation to be as follows:

**Article I - Name**

The name of the Corporation shall be **Center for Youth and Elderly Services, Inc.**

**Article II - Principal Place of Business**

The place in Florida where the principal office of the Corporation shall be located is 330 NW. 22nd Street, Ft. Lauderdale, Broward, County, Florida 33311

**Article III - Purpose**

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and literary purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, as revised and amended, including for the specific purposes below:

- Provide for the care of children away from their homes to enable their parents or guardians to be gainfully employed or look for gainful employment
- Improve the self-esteem, social and intellectual skills and abilities of youth through after-school and out-of-school developmental, recreational, cultural arts and cultural diversity programs and activities;
- Support education through the instruction and training of individuals for the purpose of improving or supporting the development of their capabilities;
- Provide low and moderate income housing for the elderly

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The Corporation shall exercise all rights and powers conferred by the state laws upon nonprofit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form, and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

#### **Article IV - Manner of Election of Directors**

The initial Corporation directors shall be appointed by the incorporator until such time that the first annual board meeting the president shall appoint new and/or increase the number of directors.

#### **Article V - Directors**

The names and address of the persons who shall serve as the initial directors of the Corporations are as follows:

Daniël R. Hardin, 1400 NW. 32nd Ave., Ft. Lauderdale FL. 33311  
Annie L. Harden, 1400 NW. 32nd Ave., Ft. Lauderdale, FL 33311  
Charlotte Rhoulac, 4341 SW. 55th Ave. Davie, FL 33314  
Daryl Lovette, 1605 NW. 40th Avenue, Vero Beach, FL 32960  
Jasper Eaddy, 1850 NW. 35th Avenue, Ft. Lauderdale, FL 33311

#### **Article VI - Officers**

The officers of the Corportion shall consist of a President, Vice President, Secretary, and Treasurer and such other Officers as may be provided in th Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The initial officers of the Corporation shall be appointed by the incorporator until such time that the first annual board meeting is held to elect new officers. The names and addresses of the initial Officer of the Corporation are as follows.

- ❑ **President:** Daniel R. Hardin, 1400 NW. 32nd Ave., Ft. Lauderdale FL. 33311
- ❑ **Vice President:** Annie L. Harden L. 1400 NW. 32nd Ave., Ft. Lauderdale, FL 33311.
- ❑ **Secretary:** Charlotte Rhoulac, 4341 SW. 55th Ave. Davie, FL 33314
- ❑ **Treasurer:** Daniel R. Hardin, 1400 NW. 32nd Ave., Ft. Lauderdale FL. 33311
- ❑ **Legal Advisor:** Roger Morris & Zigler, Attorneys-at-Law, 1401 E. Broward Blvd, Suite 300, Ft. Lauderdale, FL 33301

## **Article VII - Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustee, directors, officers or private individuals, but the Corporation 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 Article III thereof. It is intended that this Corporation shall have and continue to have the status of a corporation exempt from federal income taxation under Section 501 of the Internal Revenue Code, as an organization described in Section 501(c)(3) thereof. These Article shall be limited construed, and all powers and activities hereunder shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding anything to the contrary herein before contained, the Corporation shall make distributions for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code, and the Corporation shall not engage in any act of self-dealing (as defined in Section 4041(d) of said Code), retain any excess business holdings (as defined in Section 4943(c) of said Code, make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures (as defined in Section 4945(d) of said Code).

Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future corresponding laws under the U. S. Internal Revenue Code.

## **Article VIII - Liabilities for Debt**

Neither the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporations.

## **Article IX - Indemnification**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is/was a director, officers, employee

or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy. It shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

### **Article X - Membership**

The Corporation shall have no members. The management of the Corporation shall be the responsibility of the Board of Directors and officers of the Corporation.

### **Article XI - Basic Policies**

The affirmative vote of two-thirds of the whole numbers of the Board of Directors shall be required to adopt or approve the following actions:

- Liquidation or dissolution of the Corporation

- Merger, consolidation or transfer of substantially all of the assets of the Corporation; and
- Repeal, modification, amendment, in whole or in part, or addition to the Article of Incorporation or By-Laws of the Corporation or adoption of new Articles of Incorporation or By-Laws.

### **Article XII - Execution of Documents**

All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or liens, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

### **Article XIII - Bylaws**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or recinded by the Board of Directors.

### **Article XIV - Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Directors, Trustees, and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

### **Article XV - Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational, scientific or literary purposes to such "qualified" organization or organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for purposes

of this Article IX (Nine) only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the court of commons pleas of the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation, or to such qualified organization or organizations as said court shall determine.

### **Article XVI - Effective Date**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### **Article XVII - Registered Agent**

The name and street address of the initial registered agent is:


Daniel R. Harden, 1400 NW. 32nd Ave., Ft. Lauderdale, FL 33311

### **Article XIII - Incorporator(s)**

The name and street address of the incorporator of these articles of incorporation is:

Daniel R. Harden, 1400 NW. 32nd Ave., Ft. Lauderdale, FL 33311

The undersigned incorporator has executed these Articles of Incorporation this  
23rd day of November, 1998.

  
\_\_\_\_\_  
Signature of Incorporator

Daniel R. Harden  
\_\_\_\_\_  
Name of Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617-0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:

**Center for Youth and Elderly Services, Inc.**

2. The name and address of the registered agent and office is:

**Daniel R. Harden**

**1400 NW. 32nd Avenue**

**Ft. Lauderdale, Florida 33311**

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Having been named as 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 to this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of any duties, and I am familiar with and accept the obligation of my position as registered.

*Daniel R. Harden*  
Signature

11.24.98  
Date