

11075 Baybreeze Way
Boca Raton, Florida 33428
(561) 483-4095 voice
(561) 477-3523 fax

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 10 AM 8:44

N98000007012

December 8th, 1998

Division of Corporations
Florida Department of State
ATTN: MS. DORIS BROWN
P.O.Box 6327
Tallahassee, Florida 32314

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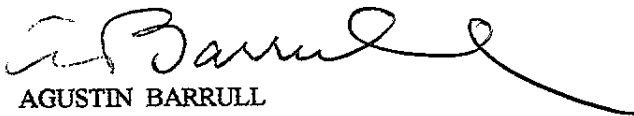
Dear Ms. Brown:

Enclosed is original and copy of the Article of Incorporation with the corrections requested for the "The Community Round Table Society of South Florida".

Telephone and Fax No. are at the heading of this letter.

Your prompt attention to this matter is appreciated,

SINCERELY,


AGUSTIN BARRULL
CHAIRMAN

789, 2295, 2551, 2550
N/98-26953

D. BROWN DEC 11 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 2, 1998

AGUSTIN BARRULL
11075 BAYBREEZE WAY
BOCA RATON, FL 33428

SUBJECT: THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA,
INC.

Ref. Number: W98000026953

We have received your document for THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 298A00057126

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ARTICLE OF INCORPORATION

OF

THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA

THE UNDERSIGNED, acting as incorporators of a Corporation pursuant to Chapter 617,

Florida Statutes, adopt the following articles of Incorporation for such Corporation.

ARTICLE I

The name Corporation shall be THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC.

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

ARTICLE II

The principal place of business of this Corporation shall be 11075 Baybreeze Way, Boca Raton FL, 33428 and the mailing address of said Corporation shall be the same.

ARTICLE III

The name and the street of the initial registered agent is ARNOLD H. ROSENBERG, 5600 Poinsetta Avenue, Suite 1503, West Palm Beach 33407.

ARTICLE IV

The initial Board of Trustees (Directors) shall consist of three persons, whose names are :

AGUSTIN BARRULL, and whose address is 11075 Baybreeze Way, Boca Raton, FL 33428,
IAN KEEN, and whose address is 150 Coconut Row, Palm Beach, FL 33480
TOM BOGK, and whose address is 530 35th Street, West Palm Beach, FL 33407

ARTICLE V

The purpose for which this Corporation is organized are: to operate exclusively for charitable, education & health care within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law and such purpose should include the following:

- a. To raise funds for the ~~interment of~~ and assisted living facilities for, members of this Society including any necessary hospital, medical or nursing care.
- b. To acquire and hold such property, either real or personal, for the purpose of raising funds for said facilities and any necessary hospital, medical and nursing care.

ARTICLE VI

In accordance with and in addition to the powers conferred by the laws of the State of Florida, the Non-Profit Corporation shall have the following powers:

- a. To receive and accept gifts, money and property and to hold the same for any of the purposes of the Corporation and its work.
- b. To raise and assist in raising funds for the purposes herein set forth, including issuance of bonds or other instruments of credit.
- c. To acquire, own, lease, mortgage and dispose of property, both real and personal.
- d. To accept property and donations in trust for charitable purposes.
- e. To acquire, hold, own, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.

ARTICLE VII

THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. is not organized for pecuniary gain or profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any members, directors, trustees or individuals, except that THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. shall be authorized and empowered to pay and to be paid a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article V hereof. No substantial part of the activities of THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. shall be the carrying on of propaganda or otherwise attempting to influence legislation and THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. shall not participate in or intervene in (including the publishing or distribution of statements) a political campaign.

Notwithstanding any other provision of these Articles, THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. shall not carry on any other activities not permitted to be carried on by

- a. A corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, or
- b. A corporation, contributions to which are deductible under Sections 170(c)(2) and 509(a)(1) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law.
- c. In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to such non-profit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes, as the directors or trustees of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed to members, either for the reimbursement of any sum subscribed, donated or contributed by such members, or for any such other purpose. Any such assets not so disposed of shall be disposed of by the district Court of the County in which the principal office of the corporation is located, exclusively for such purposes, or the organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Special provisions authorized permitted by Statute to be contained in the Articles of Incorporation are shown as follows.

ARTICLE VIII

This corporation is organized pursuant to the provisions of the Florida Non-Profit Corporation Code. All trustees of this corporation now in good and regular standing, and such other members as the Board of Trustees shall from time to time admit to membership shall be members of this corporation.

ARTICLE IX

The business and property of the corporation shall be managed by a Board of one or more Trustees (Directors). The present Trustee now duly constituted and elected shall constitute the Board of Trustees and they shall hold his office permanently and so far as may be until other or further election. In the event of the inability of any trustee to act, or in the event of the death of any trustee, the remaining trustees shall elect another trustee, or trustees, to fill the vacancies thus created. Each trustee shall be a member in good standing of the corporation. A new trustee shall be elected by a majority vote of the total trustees, excluding the trustee whose position is being filled by vote.

- a. The trustees in their collective capacity shall be known as the Board of Trustees and under that name shall constitute the governing body and shall conduct and transact all business of the corporation.
- b. The Board of Trustees shall have the power and authority to hold an annual meeting of the Board of Trustees and may likewise hold special meetings as may be determined by the Board of Trustees. The annual meeting, if and when held, shall be held at the offices of the corporation in Boca Raton, Florida on the first Monday of December in each year at the hours of 8:00 P.M. of such day, or as soon thereafter in each year as is possible for the Trustees to call such meeting, and any special meetings may be held at such time as the trustees may determine, and all meetings shall be held at the offices of the corporation in Boca Raton, Florida.
- c. The qualifications for members are: There shall be but one class of membership in this corporation, Membership in this corporation may be obtained by natural persons of all races, creeds, religions and colors. The subscriber to these Articles of Incorporation and the initial Trustee (Director) of this corporation shall be and constitute the initial members of the corporation. Any amendments to the Articles of Incorporation may be made altered or rescinded only by the Board of Trustees of this corporation, having received the vote of the majority of the Board of Trustees in office.
- d. The Board of Trustees of THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC shall have the power and authority which is hereby given to negotiate or designate agents or negotiate all of the business transactions, all receipts and all disbursements, for any such additional departments, associations, institutions, mission stations, programs, and/or any and all such other vehicles established or instituted by this corporation.
- e. A majority of trustees shall constitute a quorum for the transaction by the Board of Trustees for any and all business, in accordance with the laws of the state of Florida.

ARTICLE X

The manner in which the directors or trustees of the corporation shall be elected or appointed shall be governed by the provisions of the By-Laws of the corporation.

The corporation shall be sovereign body, and the regulation of the internal affairs of the corporation shall be governed by the provisions of the By-Laws of the corporation.

The place whereby the business of THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. shall be transacted in Boca Raton, Florida where said principal office shall be.

ARTICLE XI

The name and address of the Incorporator of these Articles of Incorporation is AGUSTIN BARRULL, 11075 Baybreeze Way, Boca Raton, FL 33428

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of
Incorporation on this 18th day of November, 1998.


Signature of Incorporator


AGUSTIN BARRULL

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ACCEPTANCE OF POSITION OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with the duties and responsibilities imposed upon a
registered agent under F.S.607.0502 and do hereby accept the appointment as registered agent of
THE COMMUNITY ROUND TABLE SOCIETY OF SOUTH FLORIDA, INC. and the attendant duties
of said position.


ARNOLD H. ROSENBERG