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To:

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**FLORIDA NON-PROFIT CORPORATION**  
**COMMUNITY & FAMILIES ENRICHMENT CENTER, INC.**

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## Corporate Filing

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ARTICLES OF INCORPORATION OF  
COMMUNITY & FAMILIES ENRICHMENT CENTER, INC.,  
a Florida corporation not for profit

The undersigned, acting as incorporator of COMMUNITY & FAMILIES ENRICHMENT CENTER, INC. ( the "Corporation") under the Florida Not For Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I

NAME

The name of the Corporation is COMMUNITY & FAMILIES ENRICHMENT CENTER, INC.

ARTICLE II

TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III

INCORPORATOR

The name and street address of the incorporator is as follows:

Miguel A. Maspons  
Cohen, Berke, Bernstein, Brodie & Kondell, P.A.  
2601 South Bayshore Drive, 19<sup>th</sup> Fl.  
Miami, FL 33133

Prepared by: Miguel A. Maspons, Esq.  
Florida Bar No. 794155  
2601 So. Bayshore Drive, 19th Fl.  
Miami, Florida 33133  
Telephone: (305) 854-5900

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#### ARTICLE IV

##### PURPOSE

The Corporation is organized for any lawful purposes not specifically prohibited to corporations under the Florida Not For Profit corporation Act or other laws of the State of Florida, but not for purposes of pecuniary profit. The Corporation is specifically permitted to engage in the beneficial activities permitted under Section 617.0301 of the Florida Not For Profit Act.

The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### ARTICLE V

##### ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, the Corporation will 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 Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE VI

##### DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or as they may hereafter be amended.

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## ARTICLE VII

INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The method of election of directors shall be stated in the Bylaws of the Corporation. The number of directors of the Corporation may be increased or diminished from time to time in accordance with the provisions of the Bylaws but shall never be less than three (3). The names and addresses of the initial members of the Board of Directors are as follows;

<u>Name</u>	<u>Address</u>
Albert M. Bustinza	465 S.W. 198 <sup>th</sup> Terrace Pembroke Pines, FL 33029
Cesare Raoli, M.D.	465 S.W. 198 <sup>th</sup> Terrace Pembroke Pines, FL 33029
Ann Garami, M.D.	465 S.W. 198 <sup>th</sup> Terrace Pembroke Pines, FL 33029

## ARTICLE VIII

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

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## ARTICLE IX

### MEMBERSHIP

The membership of the Corporation shall consist of all persons hereinafter named as directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the Corporation. The directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

## ARTICLE X

### BYLAWS

The Board of Directors of the Corporation may provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by members of the Corporation.

## ARTICLE XI

### AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any director of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the members.

## ARTICLE XII

### INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this corporation is COBER Corporate Agents, Inc., a Florida corporation, whose address is 2601 South Bayshore Dr., 19th Floor, Miami, FL 33133.

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ARTICLE XIII

PRINCIPAL OFFICE ADDRESS

The initial principal office of the corporation shall be located at 465 S.W. 198<sup>th</sup> Terrace, Pembroke Pines, FL 33029.

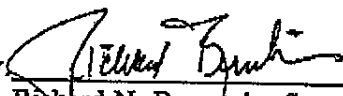
IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 1st of February, 1999 for the purpose of forming the Corporation under the laws of the State of Florida.

  
Miguel A Maspons,  
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for COMMUNITY & FAMILIES ENRICHMENT CENTER, INC. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By   
Richard N. Bernstein, Secretary

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