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TALLAHASSEE FLORIDA

FLORIDA NON-PROFIT CORPORATION

FAMILY EXTENDED CARE OF NAPLES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 14, 1999

EMPIRE

SUBJECT: FAMILY EXTENDED CARE OF NAPLES, INC.
REF: W99000008863

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Article 8 states there will be 3 director(s), whereas NONE is/are listed.

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Becky McKnight
Document Specialist

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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ARTICLES OF INCORPORATION
OF
FAMILY EXTENDED CARE OF NAPLES, INC.
(a Florida Not-For-Profit Corporation)

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ARTICLE I - Name

The name of this corporation is FAMILY EXTENDED CARE OF NAPLES, INC.

ARTICLE II - Corporate Existence

The existence of this corporation shall commence 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 - Principal Place of Business and Mailing Address

The principal place of business and the mailing address of this corporation shall be:

1411 Northwest 14th Avenue
Miami, Florida 33125

ARTICLE IV - 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 corporation not for profit 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 including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding section of any future federal tax code.

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 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.

ARTICLE V - Limitation

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit or be distributable to its trustee, directors or officers, or 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 distributions in furtherance of the

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purposes set forth in Article 4, hereof, to the extent permitted by law. 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) of any political campaign on behalf of or in opposition to any candidate for public office.

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 under 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).

ARTICLE VI - Members

The corporation shall have such officers as are specified in the By-Laws of the corporation.

ARTICLE VII - 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 this corporation at such address are as follows:

Registered Agent

Joseph Aniello, Ed.D.

Street Address of

Registered Office

1411 Northwest 14th Avenue
Miami, Florida 33125

ARTICLE VIII - Board of Directors

The management of this corporation shall be vested in a Board of Directors. the number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The manner of election of Directors of the corporation shall be provided in the By-Laws of the corporation: (1) Jack Schillinger, 1411 Northwest 14th Avenue, Miami, Florida 33125; (2) Ruth Spivak, 1411 Northwest 14th Avenue, Miami, Florida 33125 and (3) Marjorie Schillinger, 1411 Northwest 14th Avenue, Miami, Florida 33125

ARTICLE IX - 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 nonprofit 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 an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit 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 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 Sections 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and

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(c) Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are operated exclusively for such purposes.

ARTICLE X - Incorporator

The name and address of the person signing these articles:

Name

Address

Joseph Aniello, Ed.D.
President and CEO

1411 Northwest 14th Avenue
Miami, Florida 33125

ARTICLE XI - Indemnification

The corporation shall indemnify all 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 subscriber has executed these Articles of Incorporation this 12th day of April, 1999.


JOSEPH ANIELLO, Ed.D.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

FIRST - that **FAMILY EXTENDED CARE OF NAPLES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named **JOSEPH ANIELLO, Ed.D.** as its agent to accept service of process within the State.

STATE OF FLORIDA)

)SS.

COUNTY OF DADE)

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said business.

By: _____

Joseph Aniello
JOSEPH ANIELLO, Ed.D.

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