

N99000005627

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Sherry Aversa Memorial
Foundation, Inc.

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-09/22/99--01039--009
*****78.75 *****78.75

EFFECTIVE DATE
9-21-99

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☒ Annual Report / Reinstatement
- ☐ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

RECEIVED
99 SEP 22 AM 10: 07
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED
99 SEP 22 AM 11: 13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by: CS 9/22 9:25
Name Date Time

Walk-In _____ Will Pick Up _____

CS
9/22/99

EFFECTIVE DATE

9-21-99

**ARTICLES OF INCORPORATION OF SHERRY AVERSA MEMORIAL
FOUNDATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1

NAME

The name of the Corporation is: **SHERRY AVERSA MEMORIAL FOUNDATION, INC.**

Article 2

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

Article 3

DURATION

The duration (term) of the Corporation is perpetual.

Article 4

PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for, the following charitable, scientific and educational purposes:

- A. To establish and operate an organization to promote scientific research to enhance the lives of those individuals suffering with HIV and AIDS.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limitation the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ sell,

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TALLAHASSEE, FLORIDA

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expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

- C. To do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them.

Article 5

LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its Members, Trustees or Officers, 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 4 (Purposes) hereof.

Article 6

MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
Mr. Lee Crandell	1385 NW 15 th Street Miami, Florida 33125
Dr. Lisa Metsch	1385 NW 15 th Street Miami, Florida 33125
Mrs. Sarah Messiah	1385 NW 15 th Street Miami, Florida 33125
Mr. Ted Aversa	1385 NW 15 th Street Miami, Florida 33125
Mrs. Janet Aversa	1385 NW 15 th Street Miami, Florida 33125

Article 7

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 1385 NW 15th Street, Miami, Florida 33125, and the name of its initial Registered Agent at that address is Benjamin R. Metsch. Principal address is same as registered office.

Article 8

INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in the Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
Mr. Lee Crandell	1385 NW 15 th Street Miami, Florida 33125
Dr. Lisa Metsch	1385 NW 15 th Street Miami, Florida 33125
Mrs. Sarah Messiah	1385 NW 15 th Street Miami, Florida 33125
Mr. Ted Aversa	1385 NW 15 th Street Miami, Florida 33125
Mrs. Janet Aversa	1385 NW 15 th Street Miami, Florida 33125

Article 9

OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
Mr. Lee Crandell	1385 NW 15 th Street Miami, Florida 33125	President
Mr. Ted Aversa	1385 NW 15 th Street Miami, Florida 33125	Vice-President
Mrs. Janet Aversa	1385 NW 15 th Street Miami, Florida 33125	Secretary/Treasurer

Article 10

INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
Benjamin R. Metsch	1385 NW 15 th Street Miami, Florida 33125

Article 11

BYLAWS

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

Article 12

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 Members, 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 13

INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

Article 14

COMMENCEMENT OF CORPORATE EXISTENCE


In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

Article 15

NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

In Witness Whereof, the undersigned have signed these Articles of Incorporation on this 21st day of September, 1999,

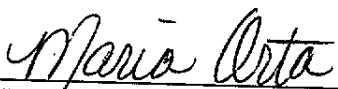


Incorporator

State of Florida)
County of Miami-Dade)

Before Me personally appeared Benjamin L. Mersch, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 21 day of September, 1999, in the aforesaid County and State.



Notary Public

My Commission Expires:



Maria E Orta
My Commission CC572591
Expires Jul. 28, 2000

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Sherry Aversa Memorial Foundation, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 21st day of September, 1999.



Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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