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11-21-96

Steven G. Murty, Esq.

Requester's Name

777 Brickell Ave. #1114

Address

Miami, Fl. 33131

City

State

Zip

Phone

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VALIDATION ONLY

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CORPORATION(S) NAME

Fifty-five years & up, Inc.

FILED  
96 NOV 25 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

( ) Profit

☒ NonProfit

( ) Amendment

( ) Merger

( ) Foreign

( ) Dissolution

( ) Mark

( ) Limited Partnership

( ) Annual Report

( ) Other

( ) Reinstatement

( ) Reservation

( ) Change of Registered Agent

☒ Certified Copy

( ) Photo Copies

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Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION  
OF  
Fifty-Five Years & Up, Inc.**

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96 NOV 25 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this Corporation is as follows: Fifty-Five Years & Up, Inc.

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this Corporation is: Israel Discount Bank  
14 N.E. 1st Avenue  
Miami, Florida 33132

The mailing address of this Corporation is: same as principal office  
address listed above

**ARTICLE III  
GENERAL AND SPECIFIC PURPOSES**

The purpose for which the Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- A. The Corporation is incorporated as a nonprofit corporation, organized exclusively for charitable, scientific, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

- B. To operate exclusively in any other manner for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws.
- C. The specific purpose for which the Corporation is organized is to promote the welfare of elderly individuals by providing quality, customer oriented, and community based services for the elderly.
- D. In furtherance of these purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

#### **ARTICLE IV**

##### **DURATION**

The term of existence of the Corporation is perpetual.

#### **ARTICLE V**

##### **EARNINGS AND ACTIVITIES OF CORPORATION**

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that 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.
- B. 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.
- C. 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, nor intervene, in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- D. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (A) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), or (B) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- E. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, or that are not in furtherance of any non-tax exempt purposes pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE VI**

##### **STOCK**

The Corporation is to be organized on a non-stock basis.

#### **ARTICLE VII**

##### **MEMBERSHIP**

The qualifications for members, and the manner of their admissions, rights, duties, and obligations, if any, shall be regulated by the Bylaws for this Corporation.

#### **ARTICLE VIII**

##### **DISTRIBUTION OF ASSETS**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations, organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future

United States Internal Revenue Law), as the Board of Directors shall determine. Such assets may also be distributed to the Federal Government, or to a State or Local Government for public use. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **SUBSCRIBERS**

The names and residence addresses of the Incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Pedro Diaz	7933 West Drive Suite 921 North Bay Village, Florida 33141
Jorge Martinez	P.O. Box 2394 Ocean View Branch Miami Beach, Florida 33140
Jose Marmol	2403 Southwest 102 Place Miami, Florida 33165
Gloria Marmol	2403 Southwest 102 Place Miami, Florida 33165

## **ARTICLE X**

### **MANAGEMENT OF CORPORATE AFFAIRS**

- A. Board of Directors: The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation as provided

for in the Bylaws, but in no event shall the Board of Directors of the Corporation consist of fewer than three (3) directors.

- B. The Initial Directors shall be the Incorporators described in Article IX. Elections and appointments of Directors shall be held in the manner, and at such time as prescribed in the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director on the Board of Directors of this Corporation, whether caused by resignation, removal, death of any such Director, or for any reason whatsoever, such vacancy shall be filled in at such time and in such manner as prescribed in the Bylaws.
- C. Officers: The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of each initial officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Pedro Diaz	7933 West Drive Suite 921 North Bay Village, Florida 33141
Vice-President	Jose Marmol	2403 Southwest 102 Place Miami, Florida 33165
Secretary	Jorge Martinez	P.O. Box 2394 Ocean View Branch Miami Beach, Florida 33140
Treasurer	Gloria Marmol	2403 Southwest 102 Place Miami, Florida 33165

#### **ARTICLE XI**

##### **REGISTERED AGENT AND OFFICE**

The name of the Corporation's registered agent is: Pedro Diaz, President & C.E.O.

The address of the registered agent is: 7933 West Drive  
Suite 921  
North Bay Village, Florida 33141

**ARTICLE XII**  
**DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be had by two-thirds vote of the Board of Directors at any regular scheduled meeting of the Board, after the Amendment has been proposed at a prior meeting of the Board of Directors. This Article supersedes the procedures set forth in Section 617.1002, as amended, Florida Statutes.

**ARTICLE XIV**  
**AMENDMENT TO THE BYLAWS**

The Board of Directors shall have the power to adopt, alter, or amend the Bylaws of this Corporation, as well as adopt new Bylaws.

WE, the Undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this Nonprofit Corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 15 day of NOVEMBER, 1996.

WITNESSED BY

Witness

Susana Diaz

Witness

Ruler Del Pozo

Witness

PEDRO M. DIAZ

Subscriber

Print Name: Pedro M. Diaz

Subscriber

Print Name: \_\_\_\_\_

PEDRO M. DIAZ  
Registered Agent  
Print Name: Pedro M. Diaz

**STATE OF FLORIDA  
COUNTY OF DADE**

**BEFORE ME**, the undersigned authority, personally appeared and  
Pedro M. Diaz, to me known to be the persons who executed the foregoing Articles of  
Incorporation and they acknowledged to and before me that they executed such  
instrument.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 15  
day of November, 1996.

My Commission Expires:

Carmela Holloway  
Notary Public

CARMELA HOLLOWAY  
Notary Public, State of Florida  
My Comm. expires Jan 4, 1999  
No. CC431724



**CERTIFICATE DESIGNATING RESIDENT AGENT  
(Pursuant to Chapter 48.091, Florida Statutes)**

FILED  
96 NOV 25 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIFTY-FIVE YEARS & UP, INC.**, a Nonprofit Corporation, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Dade County, Florida, has named **PEDRO DIAZ**, 7933 West Drive, Suite 921, North Bay Village, Florida 33141, as its agent to accept service of process within this State.

**ACCEPTANCE**

I, **PEDRO DIAZ**, having been named to accept service of process for the above-stated Nonprofit Corporation, at the place designated herein above, do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:   
**PEDRO DIAZ**