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To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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FLORIDA PROFIT/NON PROFIT CORPORATION

professionals in health care, inc.

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ARTICLES OF INCORPORATION
OF
PROFESSIONALS IN HEALTH CARE, INC.

The undersigned incorporator, for the purpose of forming a not for profit corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1: NAME

The name of the corporation shall be PROFESSIONALS IN HEALTH CARE, INC.

ARTICLE 2: PURPOSE

This corporation is organized to promote the individual growth, success and education of professional women health care members by providing educational seminars and network opportunities, in accordance with section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax codes.

ARTICLE 3: LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable of 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 Second hereof.

ARTICLE 4: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:
263 Wildwood Circle
Deerfield Beach, FL 33442

ARTICLE 5: SHARES

The corporation shall be nonstock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

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ARTICLE 6: INITIAL REGISTERED AGENT AND REGISTERED OFFICE.

The name of the initial registered agent is PERRI COHEN, 263 Wildwood Circle, Deerfield Beach, FL, 33442.

ARTICLE 7: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:
PERRI COHEN
263 Wildwood Circle
Deerfield Beach, FL 33442

ARTICLE 8: INITIAL DIRECTORS

The director constituting the initial board of directors and address of the initial director is:
PERRI COHEN
263 Wildwood Circle
Deerfield Beach, FL 33431

ARTICLE 9: SELECTION OF DIRECTORS

The manner in which directors are to be selected will be stated in the BYLAWS.

ARTICLE 10: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned incorporator has executed these Articles of Incorporation on the 9th day of January 2007.


PERRI COHEN

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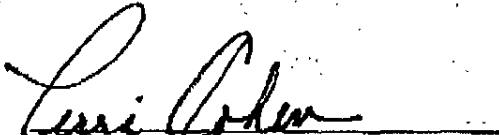
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE

Pursuant for Florida law, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the corporation is: PROFESSIONALS IN HEALTH CARE, INC.

The name and address of the registered agent and office is:
PERRI COHEN
263 Wildwood Circle
Deerfield Beach, FL 33442

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT THIS 9TH DAY OF JANUARY 2007 AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


PERRI COHEN

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