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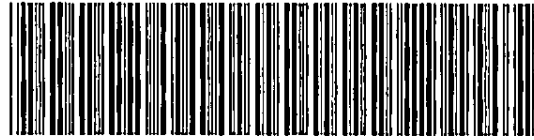
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Benevolence Medical Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mohammed, Arshad Ali
Name (Printed or typed)
2301 N University Dr # 112,
Address
Pembroke Pines, FL 33024
City, State & Zip
(954) 404-6610
Daytime Telephone number

✓ PINESHEALTHPARTPHARMACY@Gmail.com
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
In compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be: Benevolence Medical Services, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal street address:	Mailing address, if different is:
<u>1340 NW Ave L, Unit 1465</u>	<u></u>
<u>Belle Glade, FL 33430</u>	<u></u>
<u></u>	<u></u>
<u></u>	<u></u>

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: (See Attachment)

ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed: Per Bylaws

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title:	<u>Mohammed, Arshad Ali - Ex Dir</u>	Name and Title:	<u>Fatima, Maryaam - Asst Dir/ Tres</u>
Address	<u>1340 NW Ave L, Unit 1465</u>	Address:	<u>1340 NW Ave L, Unit 1465</u>
	<u>Belle Glade, FL 33430</u>		<u>Belle Glade, FL 33430</u>
	<u></u>		<u></u>
Name and Title:	<u>Gonzalez Ana Maria - Director/ Sec</u>	Name and Title:	<u></u>
Address	<u>1340 NW Ave L, Unit 1465</u>	Address:	<u></u>
	<u>Belle Glade, FL 33430</u>		<u></u>
	<u></u>		<u></u>
Name and Title:	<u></u>	Name and Title:	<u></u>
Address	<u></u>	Address:	<u></u>
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	<u></u>		<u></u>

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FALL AMASSEE, FLORIDA

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Name and Title: _____ Name and Title: _____
Address _____ Address: _____

Name and Title: _____ Name and Title: _____
Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Mohammed, Arshad Ali
Address: 1340 NW Ave L, Unit 1465
Belle Glade, FL 33430

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Mohammed, Arshad Ali
Address: 1340 NW Ave L, Unit 1465
Belle Glade, FL 33430

ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

✓ _____ 10/19/2022
Required Signature of Registered Agent Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

✓ _____ 10/19/2022
Required Signature of Incorporator Date

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TALLAHASSEE, FLORIDA

Articles of Non- Profit Incorporation

for

Benevolence Medical Services, Inc.

(Continue)

ARTICLE III -Purpose

The mission of the organization is: BENEVOLENCE MEDICAL SERVICES, INC. is a professional medical organization comprising members from the Medical, Clinical, Dental, Pharmacy and Mental Health Professionals. BENEVOLENCE MEDICAL SERVICES, INC. is dedicated to advancing the health of Florida's underserved, inner cities, minorities, elderly, LBGTQA and youth population through medical clinic(s), pharmacies and/or medical services by providing education and timely information and promoting primary and behavioral healthcare, dental, nutrition, wellness, and needed support services.

No part of the net earnings of the Non- Profit Corporation shall inure to the benefit of any Director of the Non- Profit Corporation, Officer of the Non- Profit Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Non- Profit Corporation affecting one or more of its purposes), and no Director or Officer of the Non- Profit Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate Assets on dissolution of the Non- Profit Corporation. No substantial part of the activities of the Non- Profit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Non- Profit Corporation shall not participate in, or intervene in, (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles of Non- Profit Corporation, the Non- Profit Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization under Section 501(c)3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article VIII Duration

The period of the Non- Profit Corporation's duration is Perpetual.

ARTICLE IX-Membership

There shall be no membership unless specified by organizations by-laws.

Article X Powers

The Non- Profit Corporation has the power to engage in any lawful non-profit activity, pursuant to the laws of the State of Florida, including the opening and operating of a bank account.

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Article XI ACQUISITION AND DISPOSITION OF PROPERTY

Authority. No asset, real estate or otherwise, valued in excess of 20% of the current approved operating budget, or \$250,000, whichever amount is lower, shall be purchased by the Non-profit organization, nor shall a contract to sell said major The non-profit organization assets be entered into, unless the same shall be first approved by the Current Executive Director and/or Executive Director have the authority to unilaterally accept major assets, including real property, valued in excess of the current approved operating budget if it is partially or entirely being donated, provided that it has clear title and that any funding used to augment the donation does not exceed available funding.

Documentation. Title to all real property acquired by the non-profit organization shall be deeded to The non-profit organization and held in its name. The Executive Director and/or the Treasurer shall certify all documents relating to the purchase, sale, or lease of real property, and that the same has been duly authorized in accordance with these Bylaws.

Property Status upon Division. In the event the Partners of the non-profit organization become divided over irreconcilable differences, all property of The non-profit organization shall remain with those Members, whatever their number, whom the Current Executive Director and/or Executive Director side with. The remaining Members shall then have their membership revoked.

Property and Asset Status upon Disaffiliation. The non-profit organization shall not disaffiliate with the Affiliated Network without a decision of the Current Executive Director and/or Executive Director. Such proposal shall include a statement of the reasons for the proposed change in affiliation and be kept on file in the official minutes for access to any Member who desires to read it. Upon disaffiliation from an Affiliate Network, property owned by the non-profit organization shall remain the property of Non-profit organization.

ARTICLE XII- LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Non Profit Corporation shall be liable for the debts of the Non- Profit Corporation.

Article XIII. TRANSACTIONS OF THE NON-PROFIT NON- PROFIT CORPORATION

Contracts. The Current Executive Director and/or Executive Director may authorize any officer or agent of the Non- Profit Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Non- Profit Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits. All funds of the Non- Profit Corporation shall be deposited to the credit of the Non- Profit Corporation in banks, trust companies, or other depositories that the Current Executive Director and/or Executive Director selects.

Gifts. The Current Executive Director and/or Executive Director may accept any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Non- Profit Corporation.

Loans and Related Parties. The Non- Profit Corporation shall not make any loan to a Director or officer of the Non- Profit Corporation.

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Prohibited Acts. As long as the Non- Profit Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the Non- Profit Corporation shall:

- (a) Do any act in violation of the Bylaws or a binding obligation of the Non- Profit Corporation.
- (b) Do any act with the intention of harming the Non- Profit Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Non- Profit Corporation.
- (d) Receive an improper personal benefit from the operation of the Non- Profit Corporation.
- (e) Use the assets of this Non- Profit Corporation, directly or indirectly, for any purpose other than carrying on the business of this Non- Profit Corporation.
- (f) Wrongfully transfer or dispose of property of the Non- Profit Corporation, including intangible property such as good will.
- (g) Use the name of the Non- Profit Corporation (or any substantially similar name) or any trademark or trade name adopted by the Non- Profit Corporation, except on behalf of the Non- Profit Corporation in the ordinary course of the Non- Profit Corporation's business.
- (h) Disclose any of the Non- Profit Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article XIV Bylaws

The Incorporator shall adopt the initial bylaws of the Non- Profit Corporation. The Executive Director and/or Board of Director may amend the bylaws at any time by the provisions provided therein.

Article XV- Meetings

Section 1: Unless otherwise ordered by the Board of Directors, there shall be an annual meeting of the organization. The time and place of the annual meeting shall be designated by the Board of Directors and announced at least thirty (30) days before the date so fixed.

Section 2: Quorum: The members of the organization present at the annual meeting shall constitute a quorum for the transaction of business. Each member shall be entitled to one (1) vote upon each matter properly submitted for a vote at any meeting of the members. The vote of a simple majority of members present at a meeting at which a quorum is present shall be necessary to decide any questions to be voted upon by the members, unless a greater proportion is required by law, the charter of the organization or these by laws. Members shall vote in person. No member shall be entitled to vote by written proxy and no proxy purporting to be executed by or on behalf of a member shall be valid for any purposes.

Article XVI: Officers and Board of Directors

Composition: The membership of the Board of Directors shall be composed of the Ex-director, Asst Director, secretary, treasurer and directors. The immediate past Ex-Director shall be an ex officio

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PALM BEACH, FLORIDA

director with full voting powers. His/her term shall begin immediately following the election of an Executive Director and shall continue for one year. The officers and directors shall be US citizen, non-minor and professional. There shall be three to seven (3-7) elected directors, all shall be a voting members of the Board of Directors. The three to seven (3-7) elected directors, shall be elected by the members at the annual meeting, or special meeting held in lieu thereof, except Executive Director, to hold office as specified in Article IX hereof shall be elected bi-annually, by the members at the annual meeting to hold office as specified in Article IX hereof. The Executive Director of the organization shall serve as chairman of the Board of Directors. Absence from more than two (2) consecutive mandatory board meetings may result in the loss of position on the board. An appeal of this decision may be made to the Board of Directors.

Article XVII Indemnification

The Non- Profit Corporation does indemnify any directors, officers, employees, incorporators, and shareholders of the Non- Profit Corporation from any liability regarding the Non- Profit Corporation and the business of the Non- Profit Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Non- Profit Corporation, or as otherwise provided under applicable state corporate statute.

Article XVIII TRANSACTIONS OF THE NON-PROFIT CORPORATION

Contracts. The Current Executive Director and/or Executive Director may authorize any officer or agent of the Non- Profit Corporation to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Non- Profit Corporation. This authority may be limited to a specific contract or instrument or it may extend to any number and type of possible contracts and instruments.

Deposits. All funds of the Non- Profit Corporation shall be deposited to the credit of the Non- Profit Corporation in banks, trust companies, or other depositories that the Current Executive Director or Executive Director selects.

Gifts. The Current Executive Director and/or Executive Director may accept any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Non- Profit Corporation.

Loans and Related Parties. The Non- Profit Corporation shall not make any loan to a Director or officer of the Non- Profit Corporation.

Prohibited Acts. As long as the Non- Profit Corporation is in existence, and except with the prior approval of the Board of Directors, no Director, officer, or committee member of the Non- Profit Corporation shall:

- (b) Do any act in violation of the Bylaws or a binding obligation of the Non- Profit Corporation.
- (c) Do any act with the intention of harming the Non- Profit Corporation or any of its operations.
- (c) Do any act that would make it impossible or unnecessarily difficult to carry on the intended or ordinary business of the Non- Profit Corporation.
- (h) Receive an improper personal benefit from the operation of the Non- Profit Corporation.
- (i) Use the assets of this Non- Profit Corporation, directly or indirectly, for any purpose other than carrying on the business of this Non- Profit Corporation.

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(j) Wrongfully transfer or dispose of property of the Non- Profit Corporation, including intangible property such as good will.

(k) Use the name of the Non- Profit Corporation (or any substantially similar name) or any trademark or trade name adopted by the Non- Profit Corporation, except on behalf of the Non- Profit Corporation in the ordinary course of the Non- Profit Corporation's business.

(i) Disclose any of the Non- Profit Corporation's business practices, trade secrets, or any other information not generally known to the business community to any person not authorized to receive it.

Article XVIII Bylaws

The Incorporator shall adopt the initial bylaws of the Non- Profit Corporation. The Executive Director and/or Board of Director may amend the bylaws at anytime by the provisions provided therein.

XIV Conflicts of Interest

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

The interest of such officer or director is fully disclosed to the board of directors.

No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article XX – Amendments

These by laws may be amended at any regular meeting by a majority of the total active membership in attendance. All proposed by law changes must be submitted in writing with the meeting notification and agenda to the entire membership thirty days in advance of the meeting.

ARTICLE XXI - COVENANT NOT TO SUE

The Non- Profit Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Non- Profit Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage, loss or injury to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past, present, or future, arising out of a director or officer of the Non- Profit Corporation's service to the Non- Profit Corporation

Article XXII Dissolution

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STATE OF MICHIGAN

Upon the dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for the public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the organization is then located.

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