

N950000053

TRANSMITTAL LETTER

RECEIVED
JUN 31 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

600001393876
-01/31/95--01051--012
*****78.75 *****78.75

SUBJECT: Gyna, Inc.
(Proposed corporate name - must include suffix)

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

- | | | | |
|----------------------------------|---|-----------------------------------|--|
| <input type="checkbox"/> \$70.00 | <input checked="" type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input type="checkbox"/> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |

FROM: Maria Dolores Carrillo
Name (Printed or typed)

4716 Alton Road
Address

Miami Beach, FL 33140
City, State & Zip

305-532-1551
Daytime Telephone number

2/6/95
JB

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

ARTICLES OF INCORPORATION

RECEIVED
JUN 31 AM 11:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be:

Gynn, Inc.

ARTICLE II

Principal place of business and mailing address

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

Gay, Lesbian and Bisexual Community Center
1335 Alton Road
Miami Beach, FL 33139

ARTICLE III Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

- to identify issues of importance to the health of the lesbian community of South Florida
- to raise awareness of these issues within the lesbian community and the community at large
- to facilitate lesbian access to quality and timely health care
- to advocate as necessary on behalf of lesbian health concerns
- to enhance and promote multicultural consideration and their integration into lesbian health concerns

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

by vote of members present at meeting

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

no further limitation

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Maria Dolores Carrillo
4716 Alton Road
Miami Beach, Fl. 33140

ARTICLE VII

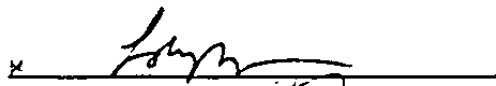

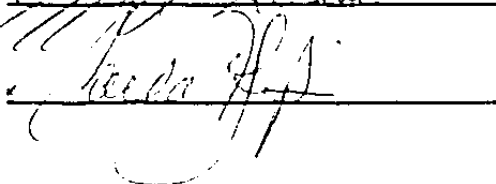
Incorporators

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

1. Carla Lupi, M.D.
4302 Alton Road, Ste. 580
Miami Beach, Fl. 33140
2. Mia Rosario
2411 Largo Drive
Miramar, Fl. 33023
3. Maria Dolores Carrillo
4716 Alton Road
Miami Beach, Fl. 33140

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this first day of December 19 94.

Signature(s) of Incorporator(s):

Maria Dolores ("Loly") Carrillo
Typed name of incorporator signing

Mia Rosario
Typed name of incorporator signing

Carla Lupi, M.D.
Typed name of incorporator signing

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, 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.

1. The name of the corporation is: Gyna, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Maria Dolores Carrillo

(Name)

4716 Alton Road

(Street address - P. O. Box not acceptable)

Miami Beach, FL 33140

(City/State/Zip)

FILED
95 JAN 31 AM 7:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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.



(Signature)

12-1-94

(Date)

Registered Agent filing fee \$35.00



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1996

CSC NETWORKS
CAROL HENSAL

SUBJECT: GYNA, INC.
Ref. Number: N9500000553

We have received your document for GYNA, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The name and capacity of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 596A00004348

2-1-96
Resubmit
CSA

ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
GYNA, INC.,
a nonprofit corporation

FILED
FEB - 1 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned are the President and Secretary, respectively, of Gyna, Inc., and desire to amend the Articles of Incorporation of the Corporation as prescribed under Section 617.1002 of the Corporations Not for Profit laws of the Florida Statutes.

1. The Corporation was organized on January 31, 1995 bearing document number N95000000553.

2. On January 25, 1996, a meeting of the board of directors of Gyna, Inc. was held at Gay, Lesbian & Bisexual Community Center, Inc. At the meeting, the following resolution was adopted by the board of directors on January 26, 1996. There are no members or members entitled to vote on this amendment:
"Resolved that Article III of the Articles of Incorporation of Gyna, Inc. be amended by adding the following:

"This corporation is organized and shall operate exclusively for charitable, educational and scientific purposes but limited to exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge,

deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift, and

To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida; and

In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and no part of the activities of this corporation shall consist of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or

distributed, as provided by law, exclusively to an organization or organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes."

3. Executed by the undersigned at Miami Beach, FL on January 29, 1996.

Donna J. Phillips, Ph.D.

Donna J. Phillips, Ph.D.

President of Gyna, Inc.

Sandra Darrall

Sandra Darrall

Secretary of Gyna, Inc.