

N960000001979

LAW OFFICES OF
RAQUEL M. MATAS
PROFESSIONAL ASSOCIATION
THE COLONNADE • SUITE 050
2333 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-1988
FACSIMILE (305) 445-1018

April 4, 1996

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

RECEIVED
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA
****122.50 ****122.50

RE: VICTORIA HEALTH CENTER, INC.

Dear Sir or Madam:

Enclosed please find the following regarding the above-referenced corporation:

1. Two signed original Articles of Incorporation.
2. One check payable to the Secretary of State in the amount of \$122.50 representing \$35.00 for filing fee, \$35.00 for the registered agent designation and \$52.50 for a certified copy of the Articles of Incorporation.

Please file the Articles of Incorporation and return the certified copy to me.

Thank you for your assistance in this matter.

Sincerely,


Raquel M. Matas

RMM:cfc
Enclosures

FILED
96 APR -8 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

R96-88
DWC
4/10/96

FILED
MAR 12 1957
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

VICTORIA HEALTH CENTER, INC.,
(a corporation not-for-profit)

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not-for-profit for the purposes set forth below under the provisions of Chapter 617 of the Florida Statutes.

ARTICLE I

The name of the corporation is VICTORIA HEALTH CENTER, INC. (the "Corporation")

ARTICLE II

PURPOSE

The purpose of this Corporation is for the public and charitable purpose of planning, constructing, erecting, building, acquiring, altering, reconstructing, rehabilitating, owning, maintaining, or operating a residential facility for persons with disabilities and the elderly and, other charitable purposes permitted by law and not inconsistent with this Article II nor with Chapter 617 of the Florida Statutes. This residence will be located at 955 N.W. 3rd Street, Miami, Florida. The Corporation will either provide directly or contract for the provision of ancillary services such as parking and food services. The Corporation will also lease a portion of the building located at 955 N.W. 3rd Street, Miami, Florida to one or more health care providers (which shall be separately licensed as required by Florida law) for the operation of ambulatory health care services, including, but not limited to physician services, physical and occupational therapies, pharmacy, and adult day care services.

ARTICLE III

POWERS, AND LIMITATIONS OF POWER

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with or cooperation with

others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

The Corporation is not being formed for pecuniary profit or financial gain and no part of the assets, income or profit 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 II above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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 permitted to be conducted or carried on by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or by any organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Upon 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 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 then 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.

ARTICLE IV

MEMBERS AND DIRECTORS

The initial directors of the Corporation shall be as set forth below and shall hold said office for the first year of the existence of the Corporation or until a successor is elected and shall have qualified:

Claire Haaga	600 Brickell Avenue, Suite 206P Miami, Florida 33131
Peter S. Britelle	c/o Couvert & Bros. 1114 Avenue of the Americas New York, New York 10036
Michael Cohen	c/o Williams Real Estate 530 Fifth Avenue New York, New York, 10036

The qualifications of the members and directors and the manner of their admission shall be prescribed from time to time by the By-Laws of the Corporation. The number of Directors may change from time to time in accordance with the By-Laws, but shall never be less than three (3).

ARTICLE V

PRINCIPAL OFFICE AND REGISTERED AGENT

The initial registered agent and initial registered office of this Corporation in the State of Florida is:

Raquel M. Matas, Esq. - Law Offices of Raquel M. Matas
2333 Ponce de Leon Boulevard
Suite 650
Coral Gables, Florida 33134

The Corporation's principal office shall be at:

600 Brickell Avenue, Suite 206P
Miami, Florida 33131

The board of directors may from time to time change the registered agent and move the principal office to any other address in Florida.

ARTICLE VI
INCORPORATORS

The name and address of the person signing these Articles of Incorporation as Incorporator is:

NAME	ADDRESS
Raquel M. Matas	c/o Raquel M. Matas, P.A. 2333 Ponce de Leon Blvd., #650 Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 4th day of April, 1996.

Raquel M. Matas
Raquel M. Matas

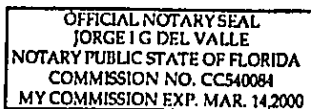
STATE OF FLORIDA)
COUNTY OF DADE)

SS:

The foregoing instrument was acknowledged before me this 4th day of April, 1996, by Raquel M. Matas, who is personally known to me or who has produced his/her Florida driver's license as identification and who did not take an oath.

Jorge F. G. Del Valle
Notary Public, State of Florida

My Commission Expires:



96 APR 19 11:57
FL-2011

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 617.0501 of the Florida Statutes, the following is submitted, in compliance with said Act:

That VICTORIA HEALTH CENTER, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named Raquel M. Matas, Esq., located at Law Offices of Raquel M. Matas, 2333 Ponce de Leon Boulevard, Suite 650, Coral Gables, Florida, 33134, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 4th day of April, 1996.

By 
Raquel M. Matas, Esq.

NA6000001979

LAW OFFICES OF
MELISSA M. MATAS
PROFESSIONAL ASSOCIATION
THE COLONNADE • SUITE 650
2333 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33104

TELEPHONE (305) 444-1065
FACSIMILE (305) 445-1015

December 13, 1996

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-12/17/96--01017--014
*****35.00 *****35.00

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

Attention: Amendment Filing Section

Amend

RE VICTORIA HEALTH CENTER, INC.

FILED
96 DEC 17 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ladies and Gentlemen:

Enclosed please find the following regarding the above-referenced corporation:

1. One original and one copy of the Articles of Amendment to the Articles of Incorporation.
2. One check payable to the Secretary of State in the amount of \$35.00 for filing fee.

Please file the Articles of Amendment to the Articles of Incorporation and return a stamped copy to my attention.

Thank you for your assistance in this matter.

Sincerely,

Raquel M. Matas
Raquel M. Matas

Name	
Date	11/7/97
Document Examiner	AJH
Operator	AJH
Verifier	AJH
Acknowledger	AJH
W.P. Verifier	AJH

RMM:cfc

Enclosures

05789 02205, 00341,
~~00524~~, 00672
00168

LAW OFFICES OF
RAQUEL M. MATAS
PROFESSIONAL ASSOCIATION
THE COLONNADE • SUITE 650
2333 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33104

TELEPHONE (305) 444-1905
FACSIMILE (305) 445-1018

December 30, 1996

Ms. Annette Hogan
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

RE VICTORIA HEALTH CENTER, INC.
N96000001979

Dear Ms. Hogan:

Enclosed please find your letter of December 23, 1996 for your easy reference. The name of the corporation is VICTORIA HEALTH CENTER, INC. not VICTORY HEALTH CARE, INC.

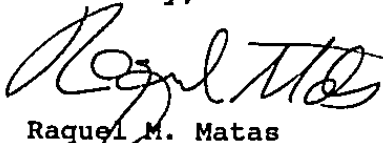
Enclosed please find:

1. One original and one copy of the Articles of Amendment to the Articles of Incorporation of Victoria Health Center, Inc.
2. Copy of the cover letter we sent you on December 13, 1996, together with copy of the check in the amount of \$35.00, the originals of which you retained.

Please proceed to file the Articles of Amendment to the Articles of Incorporation as soon as possible and return a stamped copy to my attention.

Thank you for your assistance in this matter.

Sincerely,



Raquel M. Matas

RMM:cfc

Enclosures

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

FILED
96 DEC 17 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002 of the Florida Corporation Not For Profit Act, the undersigned corporation adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of the Corporation is VICTORIA HEALTH CENTER, INC., a corporation not-for-profit
2. The amendment adopted is as follows:

(a) Article II of the Articles of Incorporation, Purpose, is hereby amended to add the following sentence at the beginning of said Article II:

This Corporation is exclusively organized and operated for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) That this Amendment shall become effective as of the date of filing of these Articles of Amendment to Articles of Incorporation with the Florida Department of State, Division of Corporations. The date of such effectiveness is referred to herein as the Effective Date.

3. The amendment was adopted on December 5, 1996.
4. There are currently no members of this Corporation, and the amendment was duly adopted by the Board of Directors of this Corporation.

Dated this 5th day of December, 1996.

VICTORIA HEALTH CENTER, INC.

By: 

Name: Claire Haag

Title: President

STATE OF NY)

COUNTY OF NY)

The foregoing instrument was sworn to, subscribed and acknowledged before me this 5th day of December, 1996 by Alahe Hage, as President of VICTORIA HEALTH CENTER, INC., a not for profit Florida corporation. She is personally known to me or produced the following type of identification NLP Dr. license and ___ did did not take an oath.



NOTARY PUBLIC

Print Name Lionel Press

My Commission Expires: 2/28/97

LIONEL PRESS
Notary Public State of NY
County of NY
Reg # 4770923 2/28/97