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FROM: FOWLER, WHITE, BURNETT, ET AL.  
CONTACT: JUDITH D RODMAN  
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NAME: CHS CARES, INCORPORATED

AUDIT NUMBER.....H97000020526

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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PAGES..... 7

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12/15/97 10:47 Florida Department of State  
PAGE 1 OF 1



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 15, 1997

FOWLER, WHITE, BURNETT, ET AL

SUBJECT: CHS CARES, INCORPORATED  
REF: W97000027848

*FANC:  
850-922-4001*

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 487-6924.

Sharon Tala  
Document Specialist Supervisor

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ARTICLES OF INCORPORATION  
OF  
CHS CARES, INCORPORATED

The undersigned, subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation, not for profit under Chapter 617 of the Florida Statutes.

ARTICLE 1.

NAME

The name of this corporation shall be CHS CARES, INCORPORATED ("Corporation").

ARTICLE 2.

PURPOSES

The purpose of this corporation of general public interest is to provide charitable assistance for the benefit of small children from low income families living in particularly difficult conditions in the United States and internationally. Any assistance afforded will be directed towards education, health, general care and well-being of small children.

Howard W. Gordon, Esq.  
Fowler, White, Burnett, Hurley,  
Banisk & Strickroot, P.A.  
100 S.E. 2nd Street, 17th Floor  
Miami, FL 33131  
Tel. 305-789-9200  
Florida Bar No. 099500

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Assistance may be granted to such medical or educational institutions or other organizations, directly or indirectly, having a similar purpose and at the Board's discretion. Through cooperation with internationally recognized organizations, the corporation thus desires to promote the harmonious development of small children in society.

The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.<sup>1</sup>

ARTICLE I

CORPORATE OFFICE

The principal office of the Corporation is 2000 N.W. 84 Avenue, Miami, Florida 33027 and the mailing address is the same.

ARTICLE II

MEMBERSHIP

The Corporation shall have no members.

ARTICLE III

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

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<sup>1</sup>Unless otherwise noted, all references are to the Internal Revenue Code of 1954, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws.

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ARTICLE IV

SUBSCRIBERS

The name and address of the subscriber is:

Amarillis Moran  
11111 Biscayne Boulevard Apt.#351  
Miami, Florida 33181

ARTICLE V

OFFICERS

The policies and operations of this Corporation shall be executed by a President, a Vice-President, a Secretary, and a Treasurer, who shall be elected by the Board of Directors at its annual meeting to be held at such time and place as shall be prescribed by the Bylaws.

ARTICLE VI

TEMPORARY OFFICERS

The names of the officers who are to serve until the first election under these Articles of Incorporation are:

- |                |   |                 |
|----------------|---|-----------------|
| President      | — | Amarillis Moran |
| Vice President | — | Thomasina Vacca |
| Secretary      | — | Maria Lesser    |
| Treasurer      | — | Jesus Quintero  |

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ARTICLE VII

BOARD OF DIRECTORS

The Corporation shall be managed by a Board of Directors to be not less than three members; but it may be comprised of any number in excess thereof. Directors will be elected by a majority vote of the existing Board of Directors. The initial Board of Directors, who are to serve until the first election thereof, are:

Amarillis Moran                      11111 Biscayne Blvd., Apartment #351  
Miami, Florida 33181

Thomasina Vacca                      2091 E. Country Club Drive, Apartment #1504  
North Miami Beach, Florida 33180

Maria Lesser                          14600 N. Beckley Square  
Davie, Florida 33325

Jesus Quintero                      2000 N.W. 84 Avenue  
Miami, Florida 33122

ARTICLE VIII

REGISTERED AGENT

The initial registered office of the Corporation is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131, and the initial registered agent of the Corporation at that address is Howard W. Gordon.

ARTICLE IX

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner: The Board of

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Directors may amend the Articles of Incorporation by a majority vote of the Board. Said amendment of the Articles of Incorporation shall be adopted by a majority vote of the Directors present and voting at a special meeting called for that purpose, provided notice of the proposed amendment has been forwarded to each Director not less than fifteen (15) or more than thirty (30) days prior to the meeting at which the amendment is to be voted upon.

#### ARTICLE X

##### CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 as set forth herein.

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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2).

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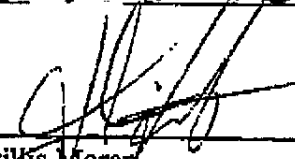
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**ARTICLE XI**

**DISPOSITION OF ASSETS**


In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transfer to such organizations under Section 501(c)(3) as are engaged in charitable law enforcement oriented activities, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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.

IN WITNESS WHEREOF, we, the undersigned, being all of the subscribers of the Corporation, have set our hands and seals this 12 day of December, 1997.

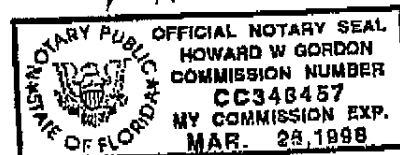
  
\_\_\_\_\_  
Amarillis Moran

STATE OF FLORIDA     )  
                                  ) :ss  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 12 day of December, 1997 by Amarillis Moran, who is/are personally known to me or ~~who has/have produced~~ as identification.

  
\_\_\_\_\_  
Notary Public, STATE OF FLORIDA  
Print Name: HOWARD W. GORDON  
My Commission Expires: 3/26/98

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**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

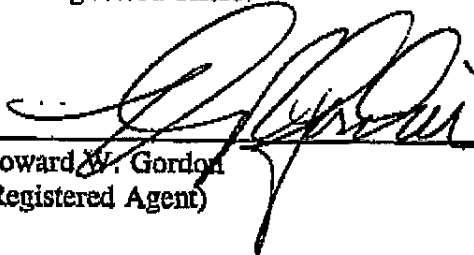
In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

CHS CARES, INCORPORATED, desiring to organize under the laws of the State of Florida, hereby designates Howard W. Gordon its registered agent and 100 SE 2nd Street, 17th Floor, Miami, Florida 33131 as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.

  
\_\_\_\_\_  
Howard W. Gordon  
(Registered Agent)

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