

# N99000001192

Requestor's Name

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Vanessa Mills  
10033 NW 26 Avenue  
Miami, Florida 33147

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-02/22/99--01136--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Empower "U", Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     
  Pick up time \_\_\_\_\_     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy     
  Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**FILED**  
 99 FEB 22 PM 3:16  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

*Dmc*

**FEB 24 1999**

Examiner's Initials	
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ARTICLES OF INCORPORATION  
OF  
EMPOWER "U", INC.

**FILED**  
99 FEB 22 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: EMPOWER "U", INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 10033 NW 26<sup>TH</sup> AVENUE, Miami, FL, 33147.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The purpose of the Corporation is to empower individuals living with HIV/AIDS, at risk for HIV Infection and those affected by HIV with educational and support services. Educational and support services will be concentrated in the Metro-Dade County high impacted areas in other Florida Communities.

The Corporations target goals will be to reach the general population with concentration on

minority communities, especially the African American, Haitian and hispanic community who currently represent the highest impacted groups and to provide these groups with access to care and treatment. Barriers to accessing care and treatment will be identified and addressed in culturally and linguistically appropriate manner to transition these groups to case management. Barriers addressed will include but not be limited to homelessness, substance abuse, and lack of knowledge of services available. The Corporation will increase awareness through outreach/prevention and other support services. The Corporation will identify these barriers and plan strategies to meet the needs of the targeted population to improve overall health outcomes.

#### ARTICLE V: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

#### ARTICLE VI: MEMBERSHIP

The corporation shall be a non-membership.

#### ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be located at 10033 NW 26<sup>TH</sup> Avenue, Miami, FL, 33147, and VANESSA MILLS, is the registered agent of the Corporation at that address.

#### ARTICLE VIII: BOARD OF DIRECTORS

The initial Board of Directors shall consist of six (6) persons. The number may be increased or decreased from time to time by an amendment to the by laws. However, there shall never be less than three (3) directors. All directors shall be selected as provided for in the by laws.

The initial Board of Directors will consist of:

Anna Wyman  
1857 NW 46 Street  
Miami, Florida 33142

Aubry Morley  
1162 NW 61 Street  
Miami, Florida 33127

Alexandria Douglas  
1210 S 13 Avenue  
Hollywood, Florida 33019

Vanessa Mills  
10033 NW 26 Avenue  
Miami, Florida 33147

Marie Jo Samms  
662 NE 125th Street  
Miami, Florida 33161

Doreen Lovell  
8637 Sheraton Drive  
Miramar, Florida 33025

#### ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and such other officers as may be provided by the bylaws.

#### ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present; provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

#### ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of this corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The incorporator of the Corporation is as follows:

VANESSA MILLS  
10033 NW 26 AVENUE  
Miami, FL, 33147

IN WITNESS WHEREOF, I, VANESSA MILLS, the undersigned incorporator  
to these Articles of Incorporation, have affixed my signature thereto on 2/16, 1999.

*Vanessa Mills*  
VANESSA MILLS

STATE OF FLORIDA        )

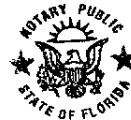
COUNTY OF DADE         )

The foregoing instrument was sworn to before me this 16 day of February 1999, by  
VANESSA MILLS, who personally appeared before me at the time of notarization, and who is  
personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

SIGN: *Geraldine M Belle*

PRINT: Geraldine M Belle  
STATE OF FLORIDA AT LARGE



Geraldine Mathis Belle  
My Commission CC577991  
Expires Aug. 18, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

**FILED**  
FEB 22 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Acts:

First--That EMPOWER "U", INC., desiring to organize under the laws of the State of Florida with its principal office at 10033 NW 26th Ave., as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named VANESSA MILLS, located at 10033 NW 26 AVENUE, in the City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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

BY:

Vanessa Mills  
VANESSA MILLS

DATED:

2/16/99