

**CORPORATE
ACCESS,
INC.**

NO0000003099

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1665 . Fax (850) 222-1666

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Non Profit

1.) Stanley C. Myers Community Health
(CORPORATE NAME & DOCUMENT #)

Center Foundation, Inc.

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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00 MAY -8 AM 9:41
DEPARTMENT OF STATE
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

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W-11963



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 8, 2000

Corrected 5/8

CORPORATE ACCESS, INC.
236 E. 6TH AVE
TALLAHASSEE, FL 32303

SUBJECT: STANLEY C. MYERS COMMUNITY HEALTH CENTER
FOUNDATION, INC.
Ref. Number: W00000011963

We have received your document for STANLEY C. MYERS COMMUNITY HEALTH CENTER FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of 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 (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 900A00025432

RECEIVED
00 MAY -9 AM 9:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
STANLEY C. MYERS COMMUNITY HEALTH CENTER FOUNDATION, INC.**

We, the undersigned the majority of which are citizens of the United States along other persons being desirous of forming a corporation for charitable purposes, under the provisions of Chapter 617 of Florida Statutes, do agree to the following:

ARTICLE I

Name

The name of this CORPORATION shall be STANLEY C. MYERS COMMUNITY HEALTH CENTER FOUNDATION, INC.

ARTICLE II

Place

The place in this state where the principal office is located is 710 Alton Road, Miami Beach, FL 33139.

ARTICLE III

Purposes

The Corporation is organized and shall be operated exclusively for the purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time. The purpose shall include acquiring funds from individuals, firms, foundations, associations, corporations, governmental bodies and all segments of the public in general, by actively soliciting intervivos gifts, bequests, devises or other gifts or donations in order to improve the delivery of health care at Stanley C. Myers Health Center, Inc. (hereinafter referred to as "Stanley C. Myers" or the "CORPORATION") by providing needed medical services to the non-insured, underinsured, Medicaid and Medicare populations without regard to race, color, creed, religion, sex, national origin or age. Additional purposes will be to: support teaching and training programs in health care; encourage clinical investigation and research programs; disseminate knowledge concerning the best methods and practices in health care; instruct and train suitable persons in the duties of medicine and nursing, and maintain, construct, repair, equip and furnish Stanley C. Meyers.

Notwithstanding any other provisions of these Bylaws, this Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue code.

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TALLAHASSEE FLORIDA

ARTICLE IV

Qualifications of Members

1. The regular membership shall consist of those individuals who have indicated an Interest in the purposes and objectives of the Corporation and who have been elected to membership by the Board of Directors in accordance with the By-Laws of the Corporation.

2. The By-Laws of the Corporation may provide for classifications of membership and the conditions of any member class and the rights and duties thereof.

ARTICLE V

Term of Existence

This CORPORATION is to exist perpetually.

ARTICLE VI

Distribution of Assets

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this CORPORATION upon dissolution of this organization and all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section (501)(c)(3) of the Internal Revenue Code, or to the Federal government, or to a state or local government for a public purpose, and none of the assets will be distributed to any member, Officer or Trustee of this CORPORATION.

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 set forth in Article III hereof. 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 of incorporation, this CORPORATION shall not to an insubstantial degree engage in or exercise any powers not in furtherance of this CORPORATION.

ARTICLE VII

Non-Profit Status

The CORPORATION shall operate exclusively for charitable, scientific, literary, cultural or educational purposes, including but not limited to making gifts contributions to one or more

organizations described in Section (501)(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VIII
Incorporators

The names and residences of the Incorporator to these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Oscar Canas	710 Alton Road, Miami Beach, FL

ARTICLE IX
Management of Corporation

SECTION 1. The affairs of the CORPORATION are to be managed by the Board of Directors and officers of the CORPORATION.

SECTION 2. The Directors of the CORPORATION shall be elected by its membership and its officers shall be elected by its Board of Directors, all in the manner provided in the By-Laws of the CORPORATION.

ARTICLE X
Officers

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

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President-	
Teena Ellen Weiss	6431 Pine Tree Drive Circle, Miami Beach, FL 33141
Secretary/Treasurer	
Oscar Canas	710 Alton Road, Miami Beach, FL 33139

ARTICLE XI
Board of Directors

SECTION 1. The number of persons constituting the first Board of Directors of the Corporation shall not be less than ten (10) or more than fifty (50), all of whom shall be members of the CORPORATION.

SECTION 2. Members of the Board of Directors are heretofore stated shall be elected by the membership and shall hold office, all in accordance why the By-Laws of the CORPORATION.

SECTION 3. The names and addresses of the person who are to serve as the first Board of Directors until the first election at the first annual meeting of the CORPORATION are:

<u>NAME</u>	<u>ADDRESS</u>
Teena Ellen Weiss	6431 Pine Tree Drive Circle, Miami Beach, FL 33141
Oscar Canas	710 Alton Road, Miami Beach, FL 33139
Kathryn Galantini	710 Alton Road, Miami Beach, FL 33139

ARTICLE XII
By-Laws

SECTION 1. The Board of Directors of the CORPORATION may adopt such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time, and the same may be amended, revised or rescinded by the Board of Directors in the manner prescribed in the By-Laws of the CORPORATION.

ARTICLE XIII
Amendments to Articles of Incorporation

SECTION 1. These Articles of Incorporation may be amended at any meeting of the Board of Directors notices for that purpose by a majority vote of the members of the Board.

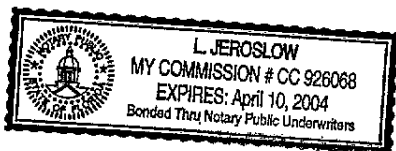
SECTION 2. Such amendments may also be the at any regular or special meeting of the membership held pursuant to the By-Laws provided notice of intention to submit such amendments to the membership has been given as provided m the By-Laws of the CORPORATION.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 2d day of May, 2000, for the purpose of forming this corporation, not for profit, under the laws of the State of Florida.

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 2d day of May, 2000, by each and all of the individuals who have signed the said Articles of Incorporation as subscribing incorporators.



L. Jeroslow
Notary Public, State of Florida

**Certificate of Accepting Designation as an Agent
upon which Service of Process within this State may be Served**

The following is submitted pursuant to § 617.0501 Fla. Stat.. Having been appointed the registered agent, Oscar Canas, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with and accepts the obligations of such position.

By: [Signature]
Oscar Canas

Address: 710 Alton Road, Miami Beach, FL 33139

FILED
00 MAY - 9 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 21 day of May, 2000, for the purpose of forming this corporation, not for profit, under the laws of the State of Florida.

[Handwritten signature]

STATE OF FLORIDA)
)
COUNTY OF DADE)

The foregoing Articles of Incorporation was acknowledged before me this 1st day of May, 2000, by each and all of the individuals who have signed the said Articles of Incorporation as subscribing incorporators.

[Handwritten signature]