

Notar Public
SPINDEL & ULLMAN P.A.
 3333 AMERICA AVENUE
 CORAL GABLES, FL 33134 - (305) 445-2700

OFFICE USE ONLY

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

1. WEST KENDALL HEALTH CENTER, 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	
	Profit
X	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
WEST KENDALL HEALTH CENTER, INC.

FILED
00 AUG -9 AM 10:27
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation is natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **WEST KENDALL HEALTH CENTER, INC.**, (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 3 - PROHIBITIONS

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 Second hereof. No substantial part of the activities of the Corporation shall be 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 or in opposition to 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 (a) by a Corporation 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 (b) by a Corporation, 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.



SPIEGEL & UTRERA, P.A.

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MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

ARTICLE 4 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The Directors of the Corporation shall be:

Paul T. Layman
John Thoen
Maria Fields

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Paul T. Layman
Secretary: Paul T. Layman
Treasurer: Paul T. Layman

ARTICLE 6 - PRINCIPAL OFFICE

The principal office of this Corporation is 9973 Southwest 142nd Avenue, Miami, Florida 33186 and the mailing address is the same.

ARTICLE 7 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 8 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 9 - CAPITAL STOCK

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 10 - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.



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ARTICLE 11 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 12 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 15 - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 16 - DISSOLUTION

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 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.

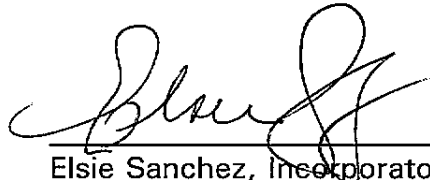


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IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this AUG 8 2000.



Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.

By: 

Natalia Utrera, Vice President

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SECRETARY OF STATE
TALLAHASSEE FLORIDA



SPIEGEL & UTRERA, P.A.

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