

TRANSMITTAL LETTER

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

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SUBJECT: THE FLORIDA HEALTH RESIDENT CENTER, INCORPORATED
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: EAGER P. SMITH, EXECUTIVE PRESIDENT
Name (Printed or typed)

105 S.E. 12th Avenue, Suite #116
Address

Homestead, Florida 33030
City, State & Zip

(305) 246-2359
Daytime Telephone number

FILED
09 OCT -4 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

[Handwritten signature]

**ARTICLES OF INCORPORATION
OF
THE FLORIDA HEALTH RESIDENT CENTER INCORPORATED**

FILED
00 OCT -4 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY THAT WE, the undersigned, all being sui juris, do hereby associate ourselves for the purpose of forming a Corporation not for profit under and by virtue of the laws of the State of Florida, and in particular Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I
Title of Corporation

The name and location of this Corporation are: The Florida Health Resident Center Incorporated, located at 105 S.E. 12th Avenue, Suite 116, Homestead, Florida 33030. The Board of Directors may from time to time designate another post office for the Principle Office of this Corporation as it may see fit.

ARTICLE II
Term of Existence

The date when Corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Department of the State of Florida, and this Corporation shall have perpetual existence there after, unless and until sooner dissolved according to law.

ARTICLE III
Purpose

The General nature of the business to be transacted and conducted by this Corporation shall be as follows:

- a. To provide an organized framework for the Florida Health Resident Center, Incorporated, shall be organized as a

501(c)(3), Not- for- Profit Organization, for the purpose of providing essential care, health and housing services through partnering with health organizations, to individuals/clients of the entire Community, who have or perceived to have a disability, including persons with HIV/AIDS, in the State of Florida, and including but not limited to South Florida. Eligible individuals/clients shall be males or females 18 years of age or older, residing in the State of Florida.

- b. To identify the pertinent issues that affect citizens in the State of Florida and to develop a comprehensive plan that includes a realistic strategy for the resolution of the aforementioned issues. Additionally, this comprehensive plan would address the short and long-range needs of the residents of the State of Florida, including but not limited to South Florida and the other disparities, which adversely affect citizens of the aforementioned population.
- c. To solicit, receive, maintain and administer a fund, or funds, contributions received by gift, deed, bequest, or devise and otherwise to acquire money, securities, real or personal property, rights and services of every kind and descriptions, and to hold, invest, expend, contribute, use, sell or otherwise dispose of any money, securities, property rights, or services so acquired for the above mentioned purpose.
- d. To borrow or raise money for The Florida Health Resident Center, Inc., as may be necessary, to carry out the purpose of the Organization.
- e. To enter into, make and perform contracts of every kind and description, and to sue and be sued as a Corporation.
- f. To obtain information, conduct research, surveys, and studies; And to prepare reports as to markets, programs, services, skills. sources of financing, and other matters necessary to affect the purpose of the Corporation.

- g. To find and secure housing for the needy, individuals/clients who have or perceived to have a disability, including persons with HIV/AIDS. To acquire, construct, sponsor, convert or expand facilities for lease or sale.
- h. To provide street out reach prevention education for target groups, as well as the general public

ARTICLE IV **Membership**

Membership shall include: (1) all persons and organizations, including Corporations, who support the aims, goals and purpose of this Organization as expressed in Article III of these Articles of Incorporation: (2) who affirmatively indicate an interest in membership herein: and (3) who are accepted into membership by the Board of Directors of this Corporation. Any natural person over the age of 21 years and with a charitable motive and dedication to the purpose of this Corporation shall be eligible for membership. Admission shall occur only after approval by majority vote of the Board of Directors. The term of each Board Member shall be four (4) years and until the election and qualification of his/her successor. Any Board Member may resign at any time by giving written notice to the Board's Executive President. It shall be effective immediately. Any Board Member may be removed by a majority vote of all members at a special meeting called for that purpose.


ARTICLE V **Initial Principle Office and Registered Agent**

The street address of the initial Principle Office of this Corporation is 105 S.E. 12th Avenue, Suite 116, Homestead, Florida 33030 and desiring to organize under the laws of the State of Florida, with its Principle Office as indicated in these Articles of Incorporation in the city of Miami, County of Miami Dade, State of Florida has named Sandra D. Seymour, located at 15 N.W. 204th Street, #3-C,


Miami, Florida 33169 as its initial Registered Agent to accept service of process.

ARTICLE VI
Board of Directors

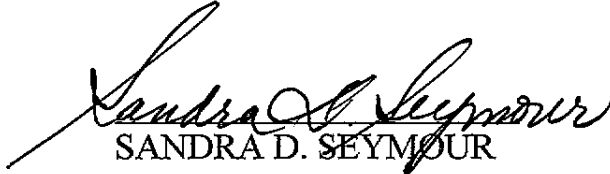
The Corporation shall have (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws of the Corporation, provided that the Corporation shall always have at least (3) Directors, not more than five (5) and shall remain, three (3) in number until otherwise altered or changed by the By-Laws. The names and street address of the Members of the Board of Directors, who, subject to the By-Laws, and these Articles of Incorporation, shall hold office for the first year of existence of this Corporation until their successors are duly elected and qualified, shall be:


EAGER P. SMITH
Executive President

105 S.E. 12th Avenue, Suite 116
Homestead, Florida 33030
(305)971-5625


ALEXANDER C. GREENE
Executive Vice President

345 N.W. Redland Road
Florida City, Florida 33034
(305) 246-2359


SANDRA D. SEYMOUR
Executive Secretary
(Volunteer)

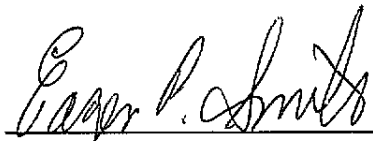
15 N.W. 204th Street, #3-C
Miami, Florida 33169
(305) 653-4555

ARTICLE VII
Non-stock

This Corporation is organized under a non-stock basis.


ARTICLE VIII
Incorporators

The names and address of the Incorporators signing these
Articles of Incorporation are:



EAGER P. SMITH
Executive President

105 S.E. 12th Avenue, Suite 116
Homestead, Florida 33030
(305) 941-5625



ALEXANDER C. GREENE
Executive Vice President

345 N.W. Redland Road
Florida City, Florida 33034
(305) 246-2359

ARTICLE IX

By-Laws

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors of this Corporation. The original By-Laws may be amended, changed, repealed or enlarged by the Board of Directors by a majority vote of the Directors present at any regular meeting of said Board or any special meeting called for such purpose.

ARTICLE X

Amendments

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote. The rights of all members of the Corporation are granted subject to this reserve.

ARTICLE XI

Authority for Financial Management

The Management of the affairs of the Corporation shall be by the Board of Directors directly. The Executive President shall have authority to bid the Corporation to legal acts including drawing upon bank accounts (solely) subject to ratification by the Board. The Executive Vice President shall be the only other officer in the Corporation until otherwise approved by proper amendment.

ARTICLE XII

Dissolution

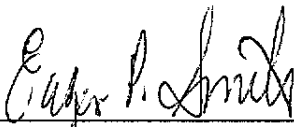
In the event of dissolution, the residual assets of the Organization will be turned over to one or more organization which themselves are exempt as a Organization described in Sections 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State or local government for exclusive public purpose.

ARTICLE XIII
Section 501(c)(3) of the Code

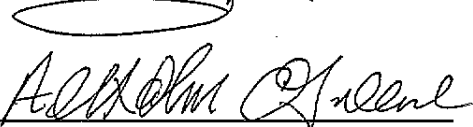
Notwithstanding any other provisions of these Articles, the purpose for which the Corporation is organized in exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Notwithstanding any other provision of these Articles, this Organization shall not carry on any other activities not permitted to be carried on by an Organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles on the 25th day of September 2000



EAGER P. SMITH
Executive President



ALEXANDER C. GREENE
Executive Vice President

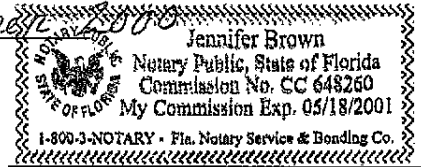
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that before me, the undersigned authority this day personally appeared Eager P. Smith, Executive President and Alexander C. Greene, Executive Vice President, to me well known to be the persons described in an who subscribed the foregoing Articles of Incorporation of THE FLORIDA HEALTH RESIDENT CENTER CORPORATION and who acknowledged each other before me that he/she executed the same freely and voluntarily for the uses and purposes therein expressed.

FILED
00 OCT -4 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESS my hand and official seal at Miami, Florida
this 25th day of September, 2000


NOTARY PUBLIC AT LARGE



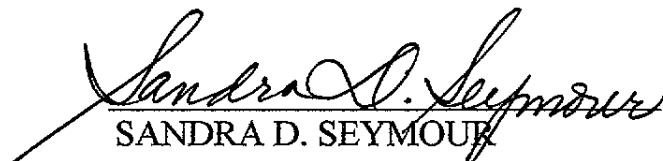
My Commission Expires

The following is submitted in compliance with Chapter
48.081, of the Florida Statutes:

First, that THE FLORIDA HEALTH RESIDENT
CENTER INCORPORATED, desiring to organize under the law of
the State of Florida, with the Principle office as indicated in the
Articles of Incorporation, at the City of Miami, County of Miami-
Dade, State of Florida has named Sandra D. Seymour, located at
15 N.W. 204th Street, #3-C, Miami, Florida 33169, as its agent to
accept service or process THE FLORIDA HEALTH RESIDENT
CENTER, INCORPORATED.

ACKNOWLEDGMENT;

Having been named to accept service of process for the
above stated Corporation, at the place designated in this certificate,
I hereby agree to act in this capacity, and I further agree to comply
with the provisions of all statutes relative to the proper and complete
performance of my duties, and I accept the duties and obligations of
Section 607.325, of the Florida Statutes.


SANDRA D. SEYMOUR