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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 OCT 19 AM 9:54

ARTICLES OF INCORPORATION

OF

**ABUNDANT LIFE HEALTH & FITNESS
CENTER, INC.**

(A Corporation organized under the nonprofit corporation laws of Florida)

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ABUNDANT LIFE HEALTH & FITNESS CENTER, INC.

(A Corporation organized under the nonprofit corporation laws of Florida)

The undersigned subscribers, a majority of whom are citizens of the United States, desire to form a corporation, Abundant Life Health & Fitness Center, Inc., a Non Profit Corporation, under the Florida Not for Profit Corporation Act. Moreover, the undersigned are natural persons competent to contract and hereby form a not for profit Corporation under the laws as stated in the Florida statutes, more specifically, Florida Statutes Section 617. The undersigned subscribers hereby adopt the following Articles of Incorporation and do hereby certify:

ARTICLE 1 - NAME

The name of the corporation is **Abundant Life Health & Fitness Center, Inc.**

ARTICLE 2 - PRINCIPAL OFFICE

The street address of the *initial* principal office of this Corporation is:

*3600 South State Road 7, Suite 303
Miramar, Florida 33023*

The mailing address of this Corporation is:

*3600 South State Road 7, Suite 303
Miramar, Florida 33023*

ARTICLE 3 - PURPOSES OF THE 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 4 - OFFICERS AND DIRECTORS

The names and addresses of the persons who are the *initial* officers and directors are as follows:

Name and Title

Address

Vera M. Stevens, *President*

3600 South State Road 7, Suite 303
Miramar, Florida 33023

Kevins Stevens, Sr., *Vice-President*

3600 South State Road 7, Suite 303
Miramar, Florida 33023

Donnell Haile, *Secretary*

941 N.W. 201 Street
Miami, Florida 33169

Kevins Stevens, Jr., *Treasurer*

3600 South State Road 7, Suite 303
Miramar, Florida 33023

Olin Haile

941 N.W. 201 Street
Miami, Florida 33169

James E. Mahone

1681 N.W. 189 Terrace
Miami, Florida 33169

Ruby Mahone

1681 N.W. 189 Terrace
Miami, Florida 33169

Vickey Mendez

6301 Buchanan Street
Hollywood, Florida 33021

Jackie Townsend

20501 N.W. 46 Avenue
Miami, Florida 33055

Joseph Witherspoon

2546 Mayo Street
Hollywood, Florida 33020

ARTICLE 5 - INCORPORATORS

The names and addresses of the persons who are the incorporators are as follows:

Name

Address

James E. Mahone, *Incorporator*

1681 N.W. 189 Terrace
Miami, Florida 33169

Kevins Stevens, Sr., *Incorporator*

3600 South State Road 7, Suite 303
Miramar, Florida 33023

Vera M. Stevens, *Incorporator*

3600 South State Road 7, Suite 303
Miramar, Florida 33023

ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

*3600 South State Road 7, Suite 303
Miramar, Florida 33023*

The name of the initial registered agent of this Corporation at the address is
Kevins Stevens, Sr.

ARTICLE 7 - 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 the furtherance of the purposes set forth in Article Third 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) and political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Moreover, 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.

ARTICLE 8 - MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected or appointed by a majority vote of the Members of the Corporation.

ARTICLE 9 - PRESIDENT

The *initial* President of Abundant Life Health & Fitness Center, Inc. shall be the following named person whose address shall be the same as the initial principal office of the Corporation as set forth in the Article Second hereof: *Vera M. Stevens.*

ARTICLE 10 - TERM OF EXISTENCE

The Corporation shall have perpetual existence. The Corporate existence shall commence on the date these Articles are filed with the Secretary of State, State of Florida.

ARTICLE 11 - CAPITAL STOCK

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

ARTICLE 12 - QUALIFICATIONS OF MEMBERSHIP

The criterion of membership qualifications for membership and the manner of admission shall be as set forth in and regulated by the authority of the By laws of the Corporation.

ARTICLE 13 - VOTING RIGHTS

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

ARTICLE 14 - 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 15 - EFFECTIVE DATE

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

ARTICLE 16 - 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 to a Members' meeting by a majority of the Members, unless all the Directors and all Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE 17 - INDEMNIFICATION

The Corporation shall indemnify a director of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding.

The Corporation may indemnify an individual made a party to a proceeding because the individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent as the case may be, is permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the Board of Directors.

The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation.

The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee, or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee, or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner.

If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be severable and provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director," "officer," "employee," and "agent" shall include the heirs, estates, executors, administrators, and personal representatives of such persons.

ARTICLE 18 - COVENANT NOT TO SUE

The Corporation agrees that it will never institute any action or suit at law or in equity against any director or officer of the Corporation, nor institute, prosecute, or in any way aid in the institution or prosecution of any claim, demand, action, or cause of action for damages, costs, loss of services, expenses, or compensation for or on account of any damage loss or injury either to person or property, or both, whether developed or undeveloped, resulting or to result, known or unknown, past present, or future, arising out of a director or officer of the Corporation's service to the Corporation.

ARTICLE 19 - DEDICATION AND DISTRIBUTION OF ASSETS

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article Third hereof, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

ARTICLE 20 - 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.

However, if a named recipient is not then in existence or no longer a qualified distributee or unwilling or unable to accept the distribution, then the assets of this Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue

Code, or corresponding section of any future Federal tax code. Reliance may be placed upon Florida State law to establish permanent dedication of assets for exempt purposes.

Any such assets not so disposed of shall be disposed of by a 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.

ARTICLE 21- CORPORATION SEAL

The Seal of the Corporation shall be as particularly shown in the embossed impression of the following inscription:

Abundant Life Health & Fitness Center, Inc.
Nonprofit
Florida
2000

IN WITNESS WHEREOF, we have hereunto set our hand and seal acknowledged and filed the foregoing Articles 1 through 21 which comprise the Articles of Incorporation for **ABUNDANT LIFE HEALTH & FITNESS CENTER, INC.**, a nonprofit charitable organization, under the laws of the State of Florida this _____ day of _____, 2000.

James E. Mahone

Incorporator

James E. Mahone,
1681 N.W. 189 Terrace
Miami, Florida 33169

Kevin S. Stevens Sr.

Incorporator

Kevin Stevens, Sr.
3600 South State Road 7, Suite 303
Miramar, Florida 33023

Vera M. Stevens

Incorporator

Vera M. Stevens
3600 South State Road 7, Suite 303
Miramar, Florida 33023

REGISTERED AGENT ATTESTATION

Pursuant to the provisions of Section 617.0501 Florida Statutes, **ABUNDANT LIFE HEALTH & FITNESS CENTER, INC.**, a not for profit corporation, organized under the laws of the State of Florida submits the following statements in designating the Registered Office/Registered Agent in the State of Florida:

1. The street address of the initial principal office of this Corporation is *3600 South State Road 7, Suite 303, Miramar, Florida 33023.*
2. The mailing address of this Corporation is *3600 South State Road 7, Suite 303, Miramar, Florida 33023.*
3. The name of the Registered Agent is *Kevins Stevens, Sr.*

James Mahone

James Mahone,
Incorporator

Kevins J. Stevens Sr.

Kevins Stevens, Sr.,
Incorporator

Vera M. Stevens

Vera Stevens,
Incorporator

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Having been named as initial Registered Agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Kevins J. Stevens Sr.

Signature of
Kevins Stevens, Sr.,
Registered Agent

3600 South State Road 7, Suite 303
Miramar, Florida 33023

9-25-00

Date