

TRANSMITTAL LETTER

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

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SUBJECT: DOMINGO COUNSELING SERVICES, INC.
(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: Lamberto Domingo
Name (Printed or typed)

1380 NE Miami Gardens Drive, #242
Address

N. Miami Beach, Florida 33179
City, State & Zip

(305) 357-0909
Daytime Telephone number

FILED
00 NOV 30 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

OF

DOMINGO COUNSELING SERVICES, INC.

A FLORIDA NON-PROFIT CORPORATION

FILED

00 NOV 30 AM 9:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1

The name of the Corporation is Domingo Counseling Services, Inc. The time of commencement of the Corporation is immediate and the duration of the Corporation is perpetual.

Article 2

The principal place of business and mailing address of the Corporation is 1380 NE Miami Gardens Drive, #242, N. Miami Beach, Florida 33179.

Article 3

The purposes of the Corporation are as follows:

A. It is not organized for the private gain of any person. It is exclusively for religious, community, charitable, scientific, literary and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The Corporation is organized (and shall be operated) on a non stock basis within the meaning of the non-profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates, if so provided in the by-laws. The specific purposes of this Corporation are:

1. To provide a facility to administer a holistic approach to meeting the psychological, spiritual and physical needs of the community.
2. Taking a systemic approach that will consider the environmental aspects, which determine the attitudes, values, knowledge and behaviors of the clients served.
3. To be a resource organization, which addresses the problems the communities are facing. These problems include domestic violence, child abuse, broken and dysfunctional families, substance abuse, crime, incarceration, poverty, illness, limited education, unemployment, mental disorders and others.
4. To provide structured and comprehensive physical and mental health services to include:
 - (a) Psychotherapeutic Services
 - (b) Social and Outreach Services
5. To develop a facility located in various communities to:
 - (a) Address changing social conditions
 - (b) Develop effective treatment techniques
 - (c) Create advocates for cultural issues
6. To provide psychotherapy, research and other internships. To act as a liaison between the community and academic institutions. To provide practicum placements for observation and exposure to students.
7. To provide educational services through seminars and workshops on a variety of topics.

8. To provide consultations to:

- (a) Health and mental health facilities
- (b) Educational institutions
- (c) Social and religious groups
- (d) Private industries, companies and corporations

9. To meet other needs in the communities, which may be identified.

10. To be a home health agency providing home health services and staffing services for health care facilities.

11. To provide health and medical services and supplies to individuals on a visiting basis in the individuals home or place of residence. These services include the following:

- (a) Nursing care
- (b) Home health aide services
- (c) Nutritional direction
- (d) Physical, occupational, respiratory, speech therapy
- (e) Prescribed medical care

12. To make available a line of durable medical equipment and supplies to meet the needs of patients, health care professionals and facilities.

B. To exercise all rights and powers of the laws of the State of Florida upon not-for-profit Corporations.

C. The Corporation shall not engage in any actions, which is not permitted to be carried on by nonprofit Corporations under the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors or officers. The Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distribution in furtherance of its stated purposes.

Article 4

Any person 21 years of age or older committed to the specific and primary purpose stated herein, upon the approval of the board of directors, shall be eligible for membership in this Corporation.

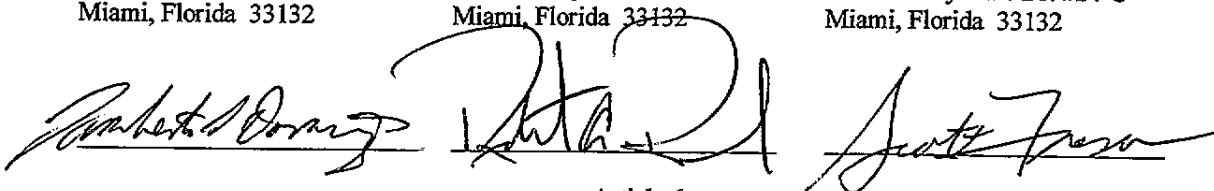
Article 5

The names and addresses of the Directors are:

Lamberto Domingo
1756 N. Bayshore Dr. # 24-O
Miami, Florida 33132

Robert Russell
1756 N. Bayshore Dr. #24-O
Miami, Florida 33132

Scott Fresa
1756 N. Bayshore Dr. #24-O
Miami, Florida 33132



Article 6

The Registered Agent is Lamberto Domingo who accepts such responsibility. Said Registered Agent knows that service of process may be made in all suits against the Corporation in the courts of the State of Florida.

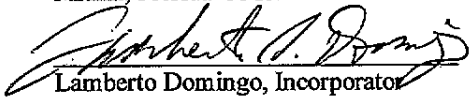
I have hereunto set my signature this 27th day of November 2000.



Lamberto Domingo, Registered Agent
1380 NE Miami Gardens Drive, #242, North Miami Beach, Florida 33179

Article 7

The name and address of the Incorporator is Lamberto Domingo, 1756 North Bay Shore Drive, #24-0, Miami, Florida 33132



Lamberto Domingo, Incorporator

Article 8

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in any public campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal and state income taxes under Section 501(c)(3) of the Internal Revenue Code of 1954.

Article 9

The board of directors shall have the power to make, alter or rescind the by-laws of the Corporation by the affirmative vote of a majority of the directors at any meeting called pursuant to the by-laws.

Article 10

The board of directors shall have the power to amend these Articles of Incorporation by the affirmative vote of a majority of the directors.

Article 11

This Corporation shall operate under an Indemnification and Covenant Not to Sue. This Corporation will indemnify and hold harmless its directors and officers from any actions they take on behalf of the Corporation. If a director or officer is ever sued for reasonable actions taken on behalf of the Corporation, the Corporation may be responsible as agreed upon by the directors and officers. No director, officer, member, employee, contractor, representative, etc. shall sue the Corporation for any loss, hurt, damage, etc. sustained in carrying out their responsibilities if the Corporation has exercised reasonable care and caution. Any director, officer or employee may be held liable for negligence or misconduct in the performance of his or her duties. Any right of indemnification shall not be deemed exclusive of any other right to which such director or officer may be entitled a part of this Article.

Article 12

Upon dissolution of the Corporation, the assets remaining after payment of or provision for all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets

not disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article 13

The board of directors will be elected or appointed in accordance with the by-laws. The number of directors may be raised or lowered by amendment of the by-laws but shall in no case be less than three (3).

Article 14

The officers of the Corporation shall consist of a CEO, Vice President and a Secretary. Other officers maybe provided for in the by-laws. Each officer can be elected by the board of directors and maybe removed by the board of directors at such manner as maybe prescribed in the by-laws. The names and addresses of an officer of the Corporation maybe changed.