

# N01000002338

Requester's Name

HEALTH HELP PROJECT INC.  
807500 21 ALE #206  
ALABAMA FL 33135

Office Use Only

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

1. \_\_\_\_\_  
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(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

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

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

FILED  
01 JUL 27 PM 3:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

CR2E031(7/97)

Restated

T BROWN JUL 31 2001



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

June 20, 2001

HEALTH HELP PROJECT INC.  
807 SW 25 AVENUE, #206  
MIAMI, FL 33135

SUBJECT: HEALTH HELP PROJECT INC.  
Ref. Number: N01000002338

We have received your document for HEALTH HELP PROJECT INC. and your check(s) totaling \$43.35. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The document must have original signatures.

Bylaws are not filed with this office. Please retain them for your records.

Please return 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) 487-6050.

Teresa Brown  
Corporate Specialist

Letter Number: 201A00037473

**RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA NON- PROFIT CORPORATION**

FILED  
01 JUL 27 PM 3: 50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1- Corporate Name**

The name of this corporation is Health Help Project Inc.

**Article -2 Corporate Nature**

This is a non- profit organization, organized solely for the purpose of providing charitable help for the underprivileged poor in third world nations as well as the United States, for general education, religious purposes, and the production and dissemination of literature, pursuant to the Florida Corporation Not For Profit Law set forth in Section 617 of the Florida State Statutes.

**Article- 3 Duration**

The term of the existence of this corporation shall be perpetual.

**Article -4 General and specific purposes**

The specific and primary purpose for which this organization is formed are:

1. For the advancement of education, religion, charitable help, and any other related or corresponding charitable purpose by the distribution of its funds for such purpose.
2. To provide assistance in the form of medical equipment, medicines, medical help, training for medical professionals in third world, underdeveloped countries.
3. To provide assistance for underdeveloped areas in the form of health related projects, such as but not limited to:
  - a. Wells for fresh water.
  - b. Building waste sanitation plants.
  - c. Inoculation programs.
  - d. To provide medical services with licensed personnel.
  - e. To provide medical diagnostic procedures including, but not limited to: X-Ray, Nuclear Medicine, Ultrasound Imaging, etc.
4. To operate exclusively in any other manner for such religious and charitable and educational purposes, such as the production and distribution of literature and other visual aid venues, such as the production and distribution of videos and films, such as will qualify it as an exempt organization under Section 501 ( c ) (3) of the Internal Revenue Code 1954, as amended, including private foundations and private operating foundations.

## Article – 5 Management of Corporation Affairs

### 1. Officers of the Corporation, the Executive Board:

- a. President- The President shall be the head of the organization and is responsible for the management and execution of all the policies and goals of the corporation. He shall be responsible for calling and officiating meetings of the Executive Board comprising of all the officers, as often as needed for the running of the corporation. He shall be responsible for calling and officiating the Board of Directors, which is comprised of the Executive Board and the General Board of Directors at least once a year and as often as deemed necessary by the majority of the Board of Directors.
- b. Vice President- The Vice President shall assist the President in the carrying out of the directives of the Board of Directors and shall substitute for the President whenever necessary.
- c. Secretary- The Secretary shall be trusted with the duties of keeping the day to day correspondence of the corporation and will also function as the Assistant Treasurer. The Secretary shall keep the notes of the meetings and maintain the records of the organization.
- d. Treasurer- The Treasurer shall be responsible for the disbursement of funds as agreed upon by the Board of Directors and shall prepare a fiscal report on a quarterly basis to the Board of Directors. All fiscal decisions shall require the consensus of the Board. The day to day running of the organization shall require certain leeway in the writing of checks for regular expenses. The signature of both the Treasurer and the Assistant Treasurer will be required for all checks of the Corporation.
- e. The Officers of the Corporation may be entitled to a salary if agreed upon by the Board of Directors.

### 2. Board of Directors:

- a. The Board of Directors shall comprise the Executive Board and the General Board of Directors.
- b. The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors.
- c. The number of the Board of Directors of the Corporation shall not be less than (7) members.
- d. The number may be increased by a two-thirds vote of the entire Board of Directors.
- e. Membership in the Board of Directors shall be perpetual, or until voted out by a two-thirds majority of the rest of the entire Board of Directors.
- f. The Annual Meeting shall take place at Corporate Headquarters at such a time and place, or places, as the Board of Directors may designate from time to time by resolution.
- g. For the general purpose of practical day-to-day decisions, a simple majority of the Board of Directors shall be deemed necessary for resolutions.
- h. Any Action required or permitted, to be taken by one Board of Directors, under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action.

- i. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by a majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action taken shall state that the action was taken by the majority, written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By Laws of this Corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.
- j. Each member shall have a single vote, and in the case of a tie the President's vote shall break the tie.

The Names and addresses of the Executive Board of Directors are as follows:

1. President: Francisco Jose Patino  
1720 S.W. 32CT. Miami, Fl. 33145
2. Vice President: Dr. Frank Patino  
49501 Pine Ridge Dr. Plymouth, Michigan 48170
3. Secretary: Joseph Patino  
212 S. W. 179 Ave. Pembroke Pines, Fl. 33029
4. Treasurer: Manuel Lopez  
2730 S.W.33 Ave. Miami, Fl. 33133

The names and addresses of the General Board of Directors are as follows:

1. Director : Dr. Paul Rodriguez  
1297 Carters Ferry Rd. Hartwell, Ga. 30643
2. Director : Sergio Cabrera  
9300 Haitian Dr. Miami, Fl. 33189
3. Director: Rev. Henry Patino  
11865 N. Aviary Dr., Cooper City, Fl. 33326

## **Article – 6 Earnings and activities of Corporation**

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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- 4 hereof.
2. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation and shall not be subject to any assessment.
3. No substantial part of the activities of the Corporation shall be the carrying on of political propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statement(s) of any political campaign on behalf of any candidate for public office).
4. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501 ( c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law or (b) by a Corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future law), provided that these future laws do not interfere with the free practice of religion as stipulated by the Constitution of the United States, and the freedom of speech afforded by it.
5. Notwithstanding any further provision of by 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.

## **Article- 7 Distribution of Assets**

1. Upon dissolution of the Corporation, the Board of Directors shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization (s) organized and operated exclusively for charitable, educational, religious, medical, or scientific purposes as shall at the time qualify as an exempt organization (s) under Section 501 ( c) ( 3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.
2. Any such assets not so disposed of shall then be disposed of by a Court competent jurisdiction in the County of Dade, or in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as such court shall determine which are organized and operated exclusively for the purposes delineated by the Articles of Incorporation and the By Laws of this Corporation.

### **Article- 8 Membership**

**The qualification of members and the manner of their admission shall be regulated by the By Laws of this Corporation.**

### **Article- 9 Subscribers**

**The name and residence address of the Subscriber of this Corporation is as follows: Francisco Jose Patino – 1720 S.W. 32 Ct. Miami, Fl. 33145  
Manuel Lopez - 2730 S.W.33 Ave. Miami, Fl. 33133**

### **Article- 10 Amendment of By Laws**

**Subject to the limitations contained in the By laws, and any limitation set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, By-Laws of this Corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by unanimous resolution of the Board of Directors, or by following the procedure set forth thereof in the By-Laws.**

### **Article- 11 Dedication of Assets**

**The property of this corporation is irrevocably dedicated to religious, educational, charitable, medical and scientific purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.**

### **Article- 12 Registered Agent and Office**

**The address of the Corporation's <sup>principal</sup> office shall be:  
H.H.P. Corporate Headquarters- 807 SW 25<sup>th</sup> Avenue, Suite 206, Miami, FL.33135  
The name of the Registered Agent is:  
Rev. Henry Patino 11865 N. Aviary Dr. Cooper City, Fl. 33326**

### **Article- 13 Amendment of Articles**

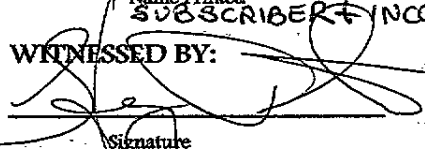
**Amendments to these Articles of Incorporation may be proposed by unanimous resolution of the entire Board of Directors in a manner set forth by the By-Laws.**

I, the undersigned, being the Subscriber and Incorporator of this Corporation, for the purpose of forming this non-profit Corporation under the laws of the State of Florida, have executed these Restated Articles of Incorporation, this: June 7th of the Lord's year 2001.

  
\_\_\_\_\_  
Signature

Francisco J. PATIÑO  
Name Printed  
SUBSCRIBER + INCORPORATOR / President

WITNESSED BY:

  
\_\_\_\_\_  
Signature

HENRY PATIÑO  
Name Printed  
BOARD OF DIRECTOR

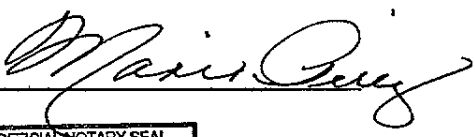
  
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Signature

MANUEL LOPEZ  
Name Printed  
SUBSCRIBER + INCORPORATOR

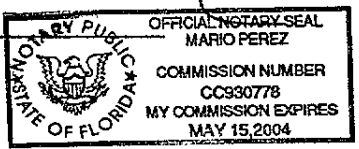
STATE OF FLORIDA  
COUNTY OF DADE: SOC. SEC. 361-06-1661

BEFORE ME < the undersigned authority, personally appeared to me known to be the person who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this: 6-7, 2001.

NOTARY PUBLIC: 

MY COMMISSION EXPIRES: \_\_\_\_\_





# Health Help Project Inc. Providing Care for the Uncared

807 SW 25<sup>th</sup> Ave. Suite 206, Miami, Florida 33135

## Board of Advisors

Luis Villa MD

Samir Metha MD  
Chief Interventional  
Cardiology Director of  
Cardiovascular Lab.  
In Cedars of Lebanon  
Hospital, Miami, FL.

Luis H. Serentilli MD  
Diplomate American  
Board of Surgery,  
Clinical Assistant  
Professor of Surgery,  
University of Miami  
School of Medicine, FL.

Bruno Dennis MD

David Schultz MD  
Medical Director of  
Emergency Room at  
Oakwood Hospital,  
Canton, Michigan

Francisco  
Monteavaro MD

Elio Vazquez PPA  
Legal Advisor

Jurdes M. Lopez BSW

July, 10, 2001

The Restated Articles of Incorporation were adopted by the Board unanimously on May 25, 2001. The amendment requires only the approval of the Board of Directors as they are the only legal members of the Corporation. These Restated Articles dose not contain any amendments requiring members approval.

  
Secretary- Joseph Patino

  
President- Francisco J. Patino

  
Treasurer- Manuel Lopez

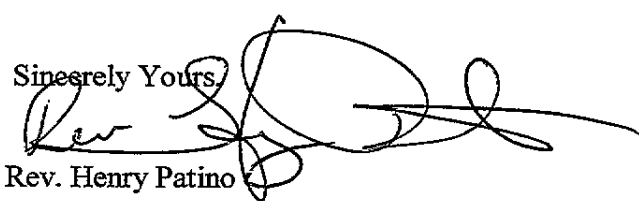
To Whom It May Concern,

July 10, 2001

I Henry Patino am hereby familiar with and accept the duties and responsibilities  
as registered agent for Health Help Project, Inc.

Sincerely Yours,

Rev. Henry Patino

A handwritten signature in black ink, appearing to read 'Rev. Henry Patino', is written over the printed name. The signature is stylized with loops and a long horizontal stroke extending to the right.