

No10000003764

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000070124 2)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 31 PM 2:17

FLORIDA NON-PROFIT CORPORATION

BROWARD VETERANS PROJECT TO SAVE & EXPAND OUR VA CLI

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

401000070124

ARTICLES OF INCORPORATION

of

**BROWARD VETERANS PROJECT TO SAVE & EXPAND
OUR VA CLINIC, INC.**

THE undersigned incorporator(s), for the purpose of forming a Not for Profit Corporation under Chapter 617 of the Florida Statutes, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - Name

The name of the corporation shall be:

**BROWARD VETERANS PROJECT TO SAVE & EXPAND
OUR VA CLINIC, INC.**

ARTICLE II - Place of Business

The principal place of business and the mailing address of this corporation shall be as follows:

Principal Place of Business:
5555 North Dixie Highway
Oakland Park, Florida 33334

Mailing Address:
5079 N. Dixie Highway, # 114
Oakland Park, Florida 33334

ARTICLE III - Purposes

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

2. The specific purpose for which the corporation is organized is to protect and expand the existing Oakland Park VA Outpatient Clinic at 5599 North Dixie Highway, Oakland Park, Florida.

Richard K. Inglis, Esq.
2455 E. Sunrise Blvd., #320
Fort Laud., FL 33304 Fla. Bar.: 119113

401000070124

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 31 PM 2:17

3. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
4. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
5. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
6. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed or trust, or other lien.
7. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants or otherwise relating to the purposes of this corporation.
8. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
9. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
10. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
11. Upon the dissolution of the corporation, the Board of Directors shall, after

paying or making provision for the payment of all of the liabilities of the corporation, disposes of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed or shall be disposed of by the Circuit Court of Broward County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

12. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

13. The By-Laws may impose other conditions of membership from time to time.

ARTICLE IV - Directors

The manner in which the directors are elected or appointed shall be: Directors shall be nominated by the Board of Directors and elected by majority vote of the membership.

ARTICLE V - Registered Agent

The name and street address of the initial registered agent shall be:

Paul E. Holwadel
5555 North Dixie Highway
Oakland Park, Florida 33334

ARTICLE VI - Incorporators

The name and street address of the incorporators of these Articles of Incorporation shall be:

Dr. Paul E. Holwadel
5555 North Dixie Highway
Oakland Park, Florida 33334

William Kling
Chairman Broward County Veterans Council
8840 NW 13th Street
Plantation, Florida 33322

Gerald D. Rennert
Broward Coalition of Condominium
Owners and Homeowners Association
9283 SW 1st Street
Plantation, Florida 33324

ARTICLE VII - Officers

The affairs of the corporation shall be managed by an Executive Director and such other officers as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

Paul E. Holwadel - Executive Director

ARTICLE VIII - Initial Board of Directors

The members of the Board of Directors shall never be less than three (3) in number. The name and address of the initial Board of Directors shall be:

Paul E. Holwadel
5555 North Dixie Highway
Oakland Park, Florida 33334

William Kling
8840 NW 13 Street
Plantation, Florida 33322

Gerald D. Rennert
9283 SW 1st Street
Plantation, Florida 33324

ARTICLE IX - Articles; Amendment

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by the Executive Director.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary for the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE X - By-Laws

The By-Laws of the corporation may be amended from time to time by a seventy-five percent (75%) vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI - Annual Meeting

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting, Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporators have executed these Articles of Incorporation this 29 day of May, 2001.


Paul E. Holwadel, Incorporator


William Kling, Incorporator


Gerald D. Rennert, Incorporator

H01000070124

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

**BROWARD VETERANS PROJECT TO SAVE & EXPAND
OUR VA CLINIC, INC.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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.



Paul E. Holwadel, Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAY 31 PM 2:17

H01000070124