

NOI 000000517

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

01 SEP - 7 PM 2:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SUBJECT: Public Health Institute of Miami-Dade
(Name of Corporation-must include suffix)

Dear Sir of Madam:

The enclosed "Application by ~~Foreign~~ Not for Profit Corporation for Authorization to Conduct ~~Business~~ Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

Ms. Lillian Rivera

(Name of Person)

180004575491-7
-09/07/01-01082-017
*****87.50 *****87.50

Miami-Dade County Department of Health

(Firm/Company)

8175 NW 12 St, Miami, Fl 33126

(Address)

Miami, Florida 33126

(City/State and Zip Code)

For further information concerning this matter, please call:

Ms. Lillian Rivera

(Name of Person)

(786) 845-0100

(Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, Fl 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

Enclosed is a check for the following amount:

\$70.00 Filing Fee

\$78.75 Filing Fee &
Certificate of Status

\$78.75 Filing Fee &
Certified Copy

\$87.50 Filing Fee,
Certified Copy

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
PUBLIC HEALTH INSTITUTE OF
THE MIAMI-DADE COUNTY HEALTH DEPARTMENT, INC.

The undersigned incorporators, natural persons 18 years of age or older, in order to form a Not-for-Profit corporate entity under Florida Statutes, Chapter 617, adopts the following articles of incorporation:

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is Public Health Institute of the Miami-Dade County Health Department, Inc. ("Corporation").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for the Corporation is: 8399 N.W. 30th Terrace, Miami, Florida.

The mailing address for the Corporation is:
Public Health Institute, Inc.
8175 N.W. 12 St
Miami, FL 33126

ARTICLE III
PURPOSE OF THE CORPORATION

This Corporation is organized exclusively for charitable, scientific and educational purposes, more specifically the Corporation is a multi-sector entity that functions as a convener to improve health status and foster innovations in health systems. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Corporation is empowered to hold any property, or any undivided interest in any property, without limitation as to amount or value. The Corporation may dispose of any such property to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, that may be contained in the instrument under which such

property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws. The Corporation is empowered to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Law.

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or others private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provisions of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI NAMES AND ADDRESSES OF DIRECTORS

The Corporation shall have no voting members. The management and affairs of the Corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's by-laws. No Board member shall have any right, title, or interest in or to any property of the corporation.

There will be five (5) Board Members constituting the first Board of Directors, their names and addresses being as follows:

Dr. James J. James, MD. Dr.P.H., MHA
Director
Miami-Dade County Health Department
1350 NW 14th Street
Miami, FL 33125

Virginia McCoy, PhD
Professor and Chairperson
Department of Public Health
Florida International University
3000 NE 151 Street
North Miami, FL 33181

Clyde B. McCoy, PhD
Professor and Chair
Department of Epidemiology and Public Health
1801 NW 9 Ave.
Highland Professional Building, Suite 300
Miami, FL 33136

Robert G. Brooks, MD
Associate Dean for Health Affairs and
Professor of Family Medicine
College of Medicine
Florida State University
104 Duxbury Hall
Tallahassee, FL 32306-4300

James T. Howell, MD, MPH
Chair Department of Rural Medicine
Nova Southeastern University
College of Osteopathic Medicine
3200 South University Drive
Ft. Lauderdale, FL 33328-2018

ARTICLE V ELECTION AND APPOINTMENT OF DIRECTORS

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws.

ARTICLE VI PERSONAL LIABILITY

No officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of any officer or Director be subject to the payment of the debts or obligations of this Corporation.

**ARTICLE VII
DISSOLUTION**

Upon the 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the District Court 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 VIII
REGISTERED AGENT**

The street address in the state of Florida of the registered office of the Corporation is: 8175 NW 12 Street, Miami, Florida 33126, and the name of the registered agent at such address is: Lillian Rivera.

**ARTICLE IX
INCORPORATORS**

The names and addresses of the initial incorporators are as follows:

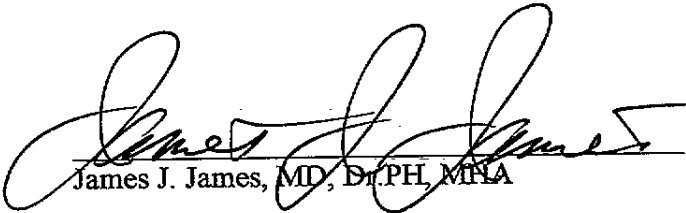
Dr. James J. James, MD. Dr.P.H., MHA
Director
Miami-Dade County Health Department
1350 NW 14th Street
Miami, FL 33125

Lillian Rivera, RN, MSN
Executive Community Health Nursing Director
Miami-Dade County Health Department
8175 NW 12 St
Miami, Fl 33126

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators certifies that they execute these articles for the purposes herein stated.

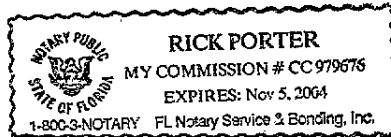
IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at 8175 NW 125T Miami FL (location) on sept 5, 2001.

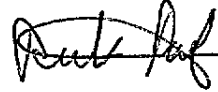

James J. James, MD, Dr.PH, MHA

I hereby accept the duties and responsibilities as registered agent.


Lillian Rivera, RN, MSN
Incorporator/Registered Agent

STATE OF FLORIDA
COUNTY OF MIAMI-DADE





The foregoing instrument was acknowledged before me this Sept 5, 2001.

Personally known To Me OR Identification Produced _____

Type of Identification Produced _____