

No 1000007167

TRANSMITTAL LETTER

Department of State
State of Florida
Division of Corporations
P.O. Box 6377
Tallahassee, Florida 32314

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-10/01/01--01098--003
*****87.50 *****87.50

SUBJECT: HEALTH MINISTRIES AND PARISH NURSING OF SOUTH
FLORIDA, INC.

Enclosed you will find one (1) original and two (2) copies of the Articles of Incorporation for the above named corporation.

Additionally, you will find enclosed a check in the amount of \$87.50 for the following:

Filing Fee	\$35.00
Designation of Registered Agent	\$35.00
Certified Copy of the Articles	\$ 8.75
Certificate of Status	\$ 8.75

Thank you for your assistance in processing these Articles.

Sincerely yours,



Betty L. Gasmel
1280 22nd Avenue North
Naples, Florida 34103
(941) 263-7507

FILED
01 OCT -1 PM 1:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch OCT 9 2001

ARTICLES OF INCORPORATION

OF

HEALTH MINISTRIES AND PARISH NURSING OF SOUTH FLORIDA, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

The Name of this Corporation is Health Ministries and Parish Nursing of South Florida, Inc.

ARTICLE II
DURATION

This Corporation shall exist commencing with the filing of these Articles of Incorporation with the Secretary of State and the term of this Corporation shall be perpetual.

ARTICLE III
PRINCIPLE OFFICE

The principle place of business of Health Ministries and Parish Nursing of South Florida, Inc. shall be: 7070 Immokalee Road, Naples, Florida 34119 and at such other places, within the State of Florida, as from time to time may be selected by the Board of Directors.

ARTICLE IV
PURPOSE

Section 4.1 The purposes for which this Corporation is organized is for transacting any and all lawful business for which corporations may be incorporated under the Florida Not for Profit Corporation Act.

Section 4.2 This Corporation is organized exclusively for charitable, religious, scientific, literary or educational purposes, including but not limited to the following specific purposes:

- (a) To facilitate the development and the support of health and wellness programs in faith groups and community organizations by promoting disease prevention programs, education, on-going training and support;

- (b) To promote healthy lifestyles and spirituality, developing local leadership and establishing Health Cabinets; and,
- (c) To bring together resources of medical science, faith communities, public health and social organizations.

Section 4.3 This Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, or attainment of any and all of the purposes for which this Corporation is organized and to aid or assist other organizations whose activities are such as to further accomplish, attain any such purposes.

Section 4.4 No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in, including the publication or distribution of statements, any political campaign or on behalf of any candidate for public office.

Section 4.5 Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or 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.

Section 4.6 No earnings of this Corporation shall inure to the benefit or be distributable to any Director or Officer of the Corporation or any private individual; 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 upon dissolution of this Corporation. However, this shall not preclude: the payment of reasonable compensation for services rendered as employees of this Corporation; and, reimbursement to a Director or Officer for expenses made for the Corporation that are reasonable in character and amount and are approved for payment in the manner provided in the By Laws.

ARTICLE V POWERS

The powers of this Corporation shall include and be governed by the following:

Section 5.1 This Corporation shall have all of the common law and statutory powers of a corporation pursuant to the Florida Not for Profit Corporation Act that are not in conflict with the terms of these Articles of Incorporation; provided however, that notwithstanding any other provision of these Articles of Incorporation, this Corporation

shall not conduct or 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.

Section 5.2 This Corporation may receive by gift, bequest, devise, or in any other manner, money, assistance, and any other form of contribution, whether of real, personal or mixed property, from any person, firm or corporation, or organization to be used in the furtherance of the purposes as stated in these Articles of Incorporation.

ARTICLE VI
MEMBERS

This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VII
DIRECTORS

Section 7.1 The affairs of this Corporation shall be managed by the Board of Directors, hereinafter referred to as the "Board".

Section 7.2 The Board shall consist of the number of Directors as determined from time to time in accordance with the By Laws, but shall never be less than three (3) Directors, and, in the absence of any such determination shall be three (3) Directors.

Section 7.3 Directors of this Corporation shall be elected at the annual meeting of the Board and shall serve for a term of three years.

Section 7.4 Directors shall be elected or removed from the Board in accordance with the procedures provided in the By Laws.

Section 7.5 The names and address of the members of the initial Board of Directors and who shall hold office until their successors are elected and have qualified in accordance with the By Laws, are as follows:

Betty L. Gamel
1280 22nd Avenue North
Naples, Florida 34103
(941) 263-7507

Barbara Hepner Ossorio
5070 4th Avenue Southwest
Naples, Florida 34117
(941) 348-8493

Barbara A. Bixby
3078 50th Lane Southwest
Naples, Florida 34116
(941) 455-9442

Barbara B. Myrick
9650 Victoria Lane
Naples, Florida 34109
(941) 597-4641

ARTICLE VIII
OFFICERS

Section 8.1 The President, who shall Chair the Board of Directors, Vice President, Secretary and Treasurer and any additional officer determined in the manner provided by the By Laws, shall administer the business of this Corporation.

Section 8.2 Officers shall be elected from the Board of Directors. A person may hold more than one office except that no person shall hold the offices of President and Secretary simultaneously.

Section 8.3 The Board of Directors at its annual meeting shall elect its officers.

Section 8.4 Officers shall be elected or removed in accordance with the procedures provided in the By Laws.

Section 8.5 The names and address of the Officers of the initial Board of Directors and who shall hold office until their successors are elected and have qualified in accordance with the By Laws, are as follows:

President	Betty L. Gamel 1280 22 nd Avenue North Naples, Florida 34103 (941) 263-7507
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Vice- President	Barbara Hepner Ossorio 5070 4 th Avenue Southwest Naples, Florida 34117 (941) 348-8493
Secretary	Barbara A. Bixby 3078 50 th Lane Southwest Naples, Florida 34116 (941) 455-9442
Treasurer	Barbara B. Myrick 9650 Victoria Lane Naples, Florida 34109 (941) 597-4641

ARTICLE IX
INDEMNIFICATION

Every Director and Officer of this Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement of any proceeding to which the Director or Officer may be a party or in which the Director or Officer may become involved by reason of the person being or having been a Director or Officer of the Corporation, whether or not the person is a Director or Officer at the time such expense occurred; provided that:

1. In the event of a settlement before entry of a judgment; or,
2. When the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties; or,
3. The Board of Directors determines in good faith that such Director or Officer did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action,

the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interest of this corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE X
BY LAWS

The By Laws of this Corporation shall be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors in the manner provided by the By Laws.

ARTICLE XI
AMENDMENTS

These Articles of Incorporation may be amended by an affirmative vote of two-thirds of all Directors of this Corporation at a meeting called for this specific purpose.

ARTICLE XII
DISSOLUTION

Section 12.1 In the event of the dissolution of this Corporation, none of its assets shall inure to the benefit of any member, Director or Officer of the Corporation or any private individual.

Section 12.2 In the event of the dissolution of this Corporation, the residual assets of the Corporation shall be turned over to one or more organization which themselves are exempt from taxation as described in 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.

ARTICLE XIII
REGISTERED AGENT AND REGISTERED OFFICE

The registered agent and registered office of the Corporation shall be:

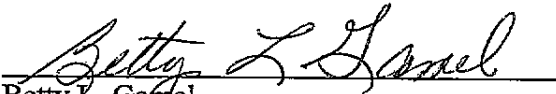
<u>Name</u>	<u>Office/Address</u>
Betty L. Gamel	1280 22 nd Avenue North Naples, Florida 34103

ARTICLE XIV
INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

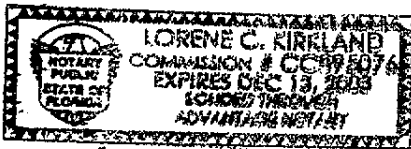
<u>Name</u>	<u>Office/Address</u>
Betty L. Gamel	1280 22 nd Avenue North Naples, Florida 34103

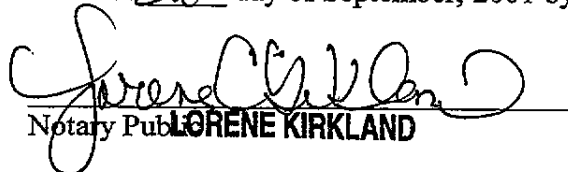
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28 day of September 2001.


Betty L. Gamel
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to or affirmed and signed before me on 28th day of September, 2001 by Betty L. Gamel.




Notary Public **LORENE KIRKLAND**

Print or stamp commissioned name of notary

Personally Known
 Produced Identification. Type of Identification Produced _____

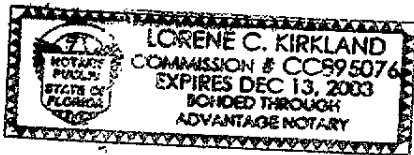
ACCEPTANCE OF REGISTERED AGENT

Having been named registered agent and to accept service of process for the above stated corporation at the place designated in this 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.

Betty L. Gamel
Betty L. Gamel
Registered Agent

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to or affirmed and signed before me on 28th day of September, 2001 by Betty L. Gamel.



Lorene C. Kirkland
Notary Public

LORENE KIRKLAND

Print or stamp commissioned name of notary

Personally Known
 Produced Identification. Type of Identification Produced _____.