

NO1000008522

PHOENIX PARALEGAL SERVICES, INC.

922 W. King Street

Cocoa, FL 32922

Telephone: (321) 636-8801

Facsimile: (321) 636-8505

November 26, 2001

Florida Department of State
Division of Corporations
Attn: New Filings Section
P. O. Box 6327
Tallahassee, FL 32314

Re: NON-PROFIT HEALTH FUND, INC.

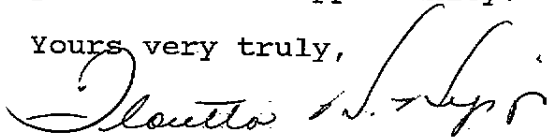
Dear Sirs:-

Enclosed please find the original and one copy of the Articles of Incorporation for NON-PROFIT HEALTH FUND, INC., and check in the amount of \$78.75 to cover the following charges:

Filing fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00

Please return a certified copy of the Articles of Incorporation at your earliest opportunity.

Yours very truly,



Floretta H. Hipp

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC -3 AM 9:24

300004702873--0

-12/03/01--01078--021

*****78.75 *****78.75

F. G. MOSER DEC 6 2001

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 DEC -3 AM 9:24

ARTICLES OF INCORPORATION
OF
NON-PROFIT HEALTH FUND, INC.
(Corporation Not For Profit)

ARTICLE I

NAME

The name of this corporation is **NON-PROFIT HEALTH FUND, INC.** called the "**Health Fund**" in these Articles.

ARTICLE II

OFFICE AND REGISTERED AGENT

The Health Fund's registered office is 1015-B South Florida Avenue, Rockledge, Brevard County, Florida 32955, and its registered agent is **JACK D. HENDREN, ESQ., Attorney at Law**, 1015-B South Florida Avenue, Rockledge, Brevard County, Florida 32955. Both this Health Fund's registered office and registered agent may be changed from time to time by the Board of Directors in the manner provided by law.

ARTICLE III

PURPOSE AND POWERS OF THE MISSION

This Health Fund does not contemplate pecuniary gain or profit to its members. It is formed specifically to furnish a channel for the distribution of funds for health care services. This Mission's purposes shall be implemented through receiving and disbursing of funds for the health care needs of its members, in the examination and approval of candidates for such services, in the promotional and educational tasks pertinent to the work of the Health Fund, and to acquire property, real and personal, necessary or convenient, to be used in connection with these objectives.

Without limitation, this Health Fund is empowered to:

(a) Exercise all rights, powers, and privileges, and perform all duties of this Health Fund as from time to time set forth in the Articles of Incorporation, By-Laws or Principles and Policies, and all Supplemental Declarations thereto, the terms and provisions of which are incorporated herein by reference.

(b) In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this

Health Fund's affairs.

(c) Pay all costs, expenses, and obligations lawfully incurred in connection with this Health Fund's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Health Fund's property.

(d) Borrow money and, with the approval of two-thirds (2/3rds) of the Board of Directors, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any and all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(e) Dedicate, sell, or transfer all or any part of its property to any public agency, authority, or utility for such purposes and subject to such conditions as are agreed to by the members. No such dedication or transfer of this Health Fund's real property shall be effective until the instrument of dedication or transfer is executed by two-thirds (2/3rds) of the members of the Board of Directors with the formalities from time to time required for a deed under the laws of the State of Florida.

(f) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes; provided that any such merger or consolidation is approved by two-thirds (2/3rds) of the members of the Board of Directors.

(g) From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the properties of the Health Fund consistent with the rights and duties established by the Health Fund, and any applicable Supplemental Declaration, and these Articles.

(h) Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by these Articles of Incorporation, By-Laws or Principles and Policies, any Supplemental Declaration thereto, as reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

(i) Enforce in its own name all provisions of these Articles of Incorporation, Constitution and By-Laws or Principles and Policies, and any Supplemental Declaration thereto.

ARTICLE IV

ORGANIZATION

1. Organization of the Board of Directors

A total of not less than five (5) shall comprise the Board of Directors, and this Board shall have complete charge over all other affairs of the Health Fund, as directed by these Articles and such By-Laws or Principles and Policies as may be adopted from time to time.

2. Qualifications of Directors and Officers

Persons elected to serve as Directors and Officers shall be over the age of twenty-five (25) years of age. current members of the Health Fund, and shall hold such convictions as are expressed in the By-Laws or Principles and Policies and any amendments thereto.

3. Election of Officers

A President, Vice-President, Secretary and Treasurer shall be annually elected by vote of the Board of Directors and shall serve as Officers of the Health Fund. A General Director and a Health Fund Executive Secretary shall be elected annually by the Board of Directors as needed. They shall serve as members of the Board of Directors.

4. Election of Directors

(a) At the annual meeting held after the adoption of the By-Laws, an election by ballot shall be held by the members of no less than five directors; one-third shall be elected for a term of one year, one-third for a term of two years, and one-third for a term of three years. If there should be a number that cannot be divided by three, then the extra number of directors shall serve three year terms.

(b) At each subsequent annual meeting, an equal number of directors equal to those whose terms have expired shall be elected for the term of three years. At the expiration of any term of three years, any director may be re-elected.

(c) Unexpired vacancies shall be filled by the Board of Directors.

5. Expenses of Directors

Actual cost of expenses by the Directors incurred in traveling to and from Board sessions shall be defrayed by the Health Fund, as funds are available. Other expenses of Board

sessions shall be borne by the Health Fund.

6. General Director

The General Director shall supervise and coordinate all activities of this Health Fund, and shall serve as the executive officer for all legal and official business of the Health Fund, and shall supervise the Health Fund office and publications, and who shall be responsible for the safekeeping of official records of all Board and Committee actions. The General Director shall submit regular reports to the Board of Directors.

7. Health Fund Executive Secretary

The Health Fund Secretary shall supervise the examination of new projects, the distribution of requests and promotional materials of the Health Fund and its Health Fund workers, and the needs of personnel on fields being served as directed and authorized by the Board. The Health Fund Executive Secretary shall submit regular reports of these matters to the Board of Directors.

8. The names and addresses of the initial Board of Directors of the Health Fund are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LESLIE A. BAKER (Term: Three (3) Years)	997 Sabal Grove Drive Rockledge, FL 32955
CHARLES L. SMITH, SR. (Term: Three (3) Years)	731 Revere Street Daytona Beach, FL 32114
MONICA L. BAKER (Term: Two (2) Years)	997 Sabal Grove Drive Rockledge, FL 32955
VIKTORIA R. BAKER (Term: Two (2) Years)	997 Sabal Grove Drive Rockledge, FL 32955
JACK D. HENDREN, ESQ. (Term: Three (3) Years)	1015-B So. Florida Avenue Rockledge, FL 32955

ARTICLE V

OFFICERS

The names and addresses of the initial officers of the Health Fund are:

<u>NAME</u>	<u>ADDRESS</u>
LESLIE A. BAKER (Position: President and	997 Sabal Grove Drive Rockledge, FL 32955

General Director)

CHARLES L. SMITH, SR. (Position: Vice President)	731 Revere Street Daytona Beach, FL 32114
MONICA L. BAKER (Position: Treasurer)	997 Sabal Grove Drive Rockledge, FL 32955
VIKTORIA R. BAKER (Position: Secretary)	997 Sabal Grove Drive Rockledge, FL 32955
JACK D. HENDREN, ESQ. (Position: Executive Secretary)	1015-B So. Florida Avenue Rockledge, FL 32955

The initial officers of the Health Fund shall serve until the first election held under the Articles of Incorporation, By-Laws or Principles and Policies, or any amendments thereto.

ARTICLE VI

SUBSCRIBER

The names and addresses of the Subscriber of the Health Fund are:

<u>NAME</u>	<u>ADDRESS</u>
JACK D. HENDREN, ESQ.	1015-B So. Florida Avenue Rockledge, FL 32955

ARTICLE VII

MEETINGS

1. Meeting of the Board:

The Board of Directors shall normally have at least two meetings annually, one of which shall be designated as the Annual Meeting. Special business meetings may be called at the discretion of the President or the Executive Committee, providing a ten day written notice is given to the individual Board members, with the particulars of the meeting stated. Three members of the Board of Directors shall constitute a quorum for the transaction of business.

2. Rules of Order:

All meetings of the Health Fund shall be governed by Robert's Rules of Order, except where the By-Laws, Principles and Policies specifically provide otherwise.

ARTICLE VIII

BYLAWS

This Health Fund's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded by a majority vote of a quorum of Board members present at any regular or special meeting duly called and convened.

ARTICLE IX

STANDING COMMITTEES

1. Executive Committee:

The Executive Committee shall be composed of the President, the Vice-President, the Secretary, and the Treasurer of the Health Fund, the chairman of each of the standing committees of the Health Fund, and retiring President of the Health Fund (if he so elects), all who shall serve in an ex-officio capacity for one year, and in ex-officio capacity without voting rights, the General Director and Health Fund Executive Secretary. The President, the Vice-President, and the Secretary of the Health Fund shall serve as officers of the Committee.

The Executive Committee shall function to execute such business as may be committed to it by the Board of Directors. It shall be responsible for a program of Health Fund education, recommending agenda for Board sessions, and acting upon all emergencies pertaining to the work of the Health Fund which may arise and demand attention between regular meetings of the Board of Directors.

2. Finance Committee:

The Finance Committee shall be composed of the Directors, one of whom shall be the Treasurer of the Health Fund, and two others of whom shall be designated by the Board of Directors as the chairman and the secretary of the Committee respectively. It shall annually prepare a budget for the Health Fund and submit it to the Board for adoption, and be responsible for the supervision of the same. It shall counsel with the Treasurer regarding all investments of the Health Fund, consider all matters pertaining to the finances of the Health Fund, and perform such other duties as may be designated by the Board. It shall pass upon the bond given the Health Fund Secretary, if any. Unless otherwise ordered by the Board, all loans made by the Health Fund shall be subject to the approval and administration of the Finance Committee.

3. Fields Committee:

The Fields Committee shall be composed of not less than

three (3) Directors, one of whom shall be designated by the board as chairman. the number of this Committee shall be increased, and the Committee shall be divided into sub-committees according as the number of Health Fund project fields and their detailed concerns may require. It shall be considered desirable to involve as many Directors as possible in Field Committee interests. The Committee, as a unit, or through its sub-committees shall study the needs of the project fields, review the work of each project field and make studied recommendations to the Board. The Committee shall take full advantage of counsel with the Health Fund Executive Secretary and General Director.

4. Candidate Committee:

The Candidate Committee shall be composed of the Directors, one of whom shall be designated by the Board as chairman. This Committee shall be responsible for soliciting and reviewing Health Fund applications; providing such information regarding field requirements and personnel qualified personnel for Board consideration.

5. Nominating Committee:

The Nominating Committee, composed of the Directors, shall be appointed by the president to serve for one year or until another committee is appointed. He shall name the chairman, and his appointments shall be ratified by the Board of Directors at least sixty (60) days prior to the annual Meeting of the Directors.

This Committee shall present a slate of Officers and Directors, who shall be qualified as outlined in these Articles, and who would be available to serve the Lord and the Health Fund as desired, if elected. All persons nominated shall be contacted prior to elections to assure their agreement to serve, if elected.

The report of the Nominating Committee relating to Officers and Directors shall be made to the members of the Board who terms of office have not expired, and after opportunity is given for further nominations from the floor, an election shall be held by ballot.

The Nominating Committee shall be responsible as a unit or through designated persons of its number, to investigate and guarantee qualifications of nominees in all elections.

ARTICLE X

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3rds) of the members of the Board of Directors.

ARTICLE XI

APPROVAL

Unless the context expressly required only the approval of those members of the Board of Directors present and voting, any provision of these Articles of Incorporation, By-Laws or Principles and Policies, and any amendments thereto, that requires the approval of a specified percentage of those members entitled to cast the requisite percentage of the total votes eligible to be cast, can be amended.

Any action that may be taken at any Board meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those members of the Board of Directors entitled to exercise not less than the minimum numbers of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

An instrument signed by any executive officer of this Association, and attested by this Health Fund's Secretary under this Health Fund's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to persons without actual knowledge to the contrary.

ARTICLE XII

DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the approval of two-thirds (2/3rds) of the members of the Board of Directors. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Health Fund's assets must be dedicated to an appropriate agency to be used for purposes similar to those for which this Association was created. If such dedication is refused, such assets must be granted, conveyed, and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event may any assets inure to the benefit of any member or other private individual.

ARTICLE XIII

COMMENCEMENT AND DURATION

The corporation is to commence its corporate existence on the date of filing of the Articles of Incorporation with the Secretary of the State of Florida and shall exist perpetually thereafter until dissolved according to law.

ARTICLE XIV

INTERPRETATION

Express reference is made hereby to the terms and provisions of the Articles of Incorporation, By-Laws, Principles and Policies where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the By-Laws, Principles and Policies have the same meaning where used in these Articles. By subscribing and filing these Articles, the Incorporators/Subscribers intend its provisions to be consistent with and to be interpreted, construed, and applied with those of the By-Laws, Principles and Policies, and any amendments thereto, to avoid inconsistencies or conflicting results.

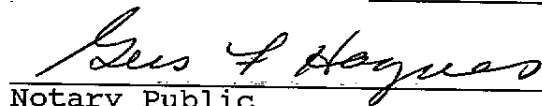
IN WITNESS WHEREOF, the undersigned incorporators/subscribers have executed these Articles of Incorporation this 15th day of November, 2001.


JACK D. HENDREN, ESQ.

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared **JACK D. HEDNREN, ESQ.**, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of November 2001, at Rockledge, Florida.


Notary Public
My commission expires:



ACCEPTANCE

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


JACK D. HENDREN, ESQ.
Registered Agent

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC -3 AM 9:24