

# N01000008550

Florida Department of State  
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~~NON~~  
**FLORIDA PROFIT CORPORATION OR P.A.**

**KEY WEST AIDS FOUNDATION, INC.**

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Secretary of State

December 6, 2001

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**ARTICLES OF INCORPORATION OF  
KEY WEST AIDS FOUNDATION, INC.  
A Florida Corporation Not for Profit**

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The undersigned incorporator, for the purpose of forming a Corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

**ARTICLE I  
(Name and Address)**

Section 1. Name: The name of this Corporation shall be: *Key West Aids Foundation, Inc.*

Section 2. Principal Office: The principal place of business and mailing address of the Corporation is: Suite A, 3426 North Roosevelt Boulevard, Key West, Florida 33040.

Section 3. Mailing Address: The mailing address of this Corporation is: Suite A, 3426 North Roosevelt Boulevard, Key West, Florida 33040.

Section 4. Resident Agent: The name and Address of the initial Resident is: Magda Lavin, at: Suite A, 3426 North Roosevelt Boulevard, Key West, Florida 33040.

**ARTICLE II  
(Purpose and Powers)**

Section 1. Purpose: This Corporation is organized and is to be operated for the purpose of providing to individuals of the Florida Keys community who are found to be aids positive, through its Members and organization, aid and assistance for in housing, clothing, transportation, education and information relating to their health concerns.

Section 2. Powers: In furtherance of the purpose of the Corporation, the Corporation may:

- a) exercise all of the powers and privileges and perform all of the duties and

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obligations of the as set forth in the aforescribed declaration and Bylaws as the same may be amended from time to time as therein provided;

b) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, fees, taxes or governmental charges levied or imposed against the Association;

c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

d) exercise all of the common law and statutory powers of a corporation, not for profit, established to govern in Florida; provided, however, that no action shall be taken which conflicts with the Bylaws of the Corporation or Florida Law;

e) enforce by legal means the provisions of the Bylaws;

f) participate in mergers and consolidations with other not for profit corporations organized for the same or similar purpose.

### **ARTICLE III (Non-Profit Nature)**

The Corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Corporation or the net assets upon liquidation shall inure to the benefit of any member such being allocated to a similar not for profit charitable corporation. The Corporation may reimburse its members for actual contribution made or expenses incurred for or in behalf of the Corporation, and pay compensation in a reasonable amount for actual services rendered to the

Corporation, as permitted by law.

**ARTICLE IV  
(Membership)**

Any such persons or entities who are involved in the desire to provide care, services and assistance to community members afflicted with aids, shall be entitled to be admitted as a Member of the Corporation subject to the Bylaws of the Corporation.

**ARTICLE V  
(Term of Existence)**

The Corporation is to exist perpetually.

**ARTICLE VI  
(Dissolution)**

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation as provided in the Bylaws to any other charitable non-profit Corporation providing similar services.

**ARTICLE VII  
(Subscribers)**

The name and residence address of each subscriber to these Articles of Incorporation is:

Magda Lavin	Suite A
	3426 North Roosevelt Boulevard
	Key West, Florida 33040.

**ARTICLE VIII  
(Non-Stock Corporation)**

This Corporation shall not have shares of stock, however, it may issue membership certificates which shall prominently state on the face that such certificates are not transferable and

that the Corporation is not a for profit corporation.

**ARTICLE IX**  
**(Board of Directors and Election)**

Section 1: **Business Management:** The business and affairs of this Corporation shall be managed by a Board of Directors, through the duly appointed officers of the Corporation.

Section 2: **Initial Board of Directors:** The names and addresses of the persons who are to serve as initial Directors are:

<u>Name</u>	<u>Address</u>
Ralph Ryback, M.D.	5409 West Cedar Lane Bethesda, Maryland 20814
Magda Lavin	Suite A 3426 North Roosevelt Boulevard Key West, Florida 33040.
Amparo Haratik	Apartment 3021 1799 Brickell Avenue Miami, Florida 33131

Section 3: **Initial Number of Directors:** The initial number of Directors shall be three (3), with the Corporation having not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4: **Directors Elections:** Directors shall be elected, removed and hold office by a vote of the Members of the Corporation as provided in the Bylaws and in compliance with the applicable provisions of the Florida Statutes.

**ARTICLE X**  
**(Officers)**

Section 1: **Type of Officers:** The officers of the Corporation shall include a President, a Vice-

President, a Secretary and a Treasurer. The Corporation may have additional officers as may be designated in the Bylaws.

Section 2: Powers of Officers: The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

**ARTICLE XI**  
(Bylaws)

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Members, as more specifically provided in the Bylaws.

**ARTICLE XII**  
(Amendment to Articles of Incorporation)

These Articles of Incorporation may be amended by the Members in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 6th day of December, 2011.

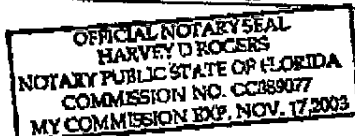
Magda L. Lavin  
Magda Lavin, Incorporator

STATE OF FLORIDA )  
                                  )S.S.  
COUNTY OF DADE )

Sworn to and subscribed before me this 6th day of December, 2011 by: Magda Lavin, who did/did not take an oath.

[Signature]  
Notary Public - State of Florida

My Commission Expires:  
Personally Known: 1 or Produced Identification Of: \_\_\_\_\_



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

In pursuance of Chapter 48.081, and 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the Corporation is: *Key West Aids Foundation, Inc.*
2. The name and address of the registered agent and office is:

a. Name: *Magda Lavin*

b. Address: Suite A, 3426 North Roosevelt Boulevard, Key West, Florida 33040.

*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 am familiar with and accept the obligations of my position as Registered Agent.*

*Magda Lavin*  
 Magda Lavin

Dated: 12/6/01

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