

No1000000 8790

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800004728018--7
-12/17/01--01039--005
*****87.50 *****87.50

SUBJECT: Miami-Dade County Health Department, Employee Association Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Morton Laitner, Chief Legal Counsel
Name (Printed or typed)

The Koger Center
8325 N.W. 53rd Street, Suite 203
Address

Miami, Florida 33166
City, State & Zip

(786) 845-0300 or (786) 845-0329
Daytime Telephone number

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 17 PM 3:27

NOTE: Please provide the original and one copy of the articles.

F. CHESSEY DEC 17 2001

ARTICLES OF INCORPORATION
THE MIAMI-DADE COUNTY HEALTH DEPARTMENT,
EMPLOYEE ASSOCIATION 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 The Miami-Dade County Health Department, Employee Association, Inc. ("Corporation").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business for the Corporation is: 8175 N.W. 12 Street, Suite #300, Miami, Florida 33126.

The mailing address for the Corporation is:
Miami-Dade County Health Department
Employee Association Inc.
8175 N.W. 12 Street
Suite #300
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 morale, employee job satisfaction, and employee educational opportunities. To give back to the community through community activities as well as charitable donations. The MDCHDEA will promote activities for employee recognition. MDCHDEA will promote fund raising activities as needed to obtain capital necessary to carry out employee recognition functions. 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.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 17 PM 3:27

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 IV 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
8175 N.W. 12th Street
Miami, FL 33126

Helen Sharperson
Miami-Dade County Health Department
8175 N.W. 12th Street
Miami, Florida 33126

Linda Avant
Miami-Dade County Health Department
8175 N.W. 12th Street
Miami, Florida 33126

Trevor Coke
Miami-Dade County Health Department
1725 N.W. 167th Street
Miami, Florida 33056

Juan Hurtado
Miami-Dade County Health Department
1444 Biscayne Boulevard
Miami, Florida 33132

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, Suite #300, Miami, Florida 33126, and the name of the registered agent at such address is: Richard Strait.

ARTICLE IX INCORPORATOR(S)

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

Dr. James J. James, MD. Dr.PH, MHA
Director
Miami-Dade County Health Department
8175 N.W. 12th Street
Miami, FL 33126

Helen Sharperson
8175 NW 12 Street
Suite #300
Miami, Florida 33126

The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of

Incorporation at Miami-Dade County, Florida (location) on Dec. 11, 2001.

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

Helen Sharperson
Helen Sharperson, AA/III Coordinator

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 17 PM 3:27

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

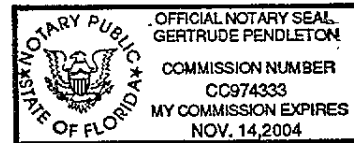
The foregoing instrument was acknowledged before me this 17th, Dec., 2001.

Personally known

OR Identification Produced

Type of Identification Produced

Gertrude Pendleton
NOTARY PUBLIC-STATE OF FLORIDA



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

R. H. Hupp
Signature/Registered Agent

R-11-01
Date

James J. James
Signature/Incorporator

12-11-01
Date