

**CAPITAL CONNECTION, INC.**

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**N01000000878**

Miami Minority Health Center, Inc.

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-12/19/01--01048--001

\*\*\*\*\*70.00 \*\*\*\*\*70.00

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

☐ Cert. Copy

☒ Photo Copy

☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

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Signature

Requested by:

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Walk-In

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**W01-29061**

**J. BRYAN DEC 19 2001**

**J. BRYAN DEC 20 2001**



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 19, 2001

CAPITAL CONNECTION, INC.

SUBJECT: MIAMI MINORITY HEALTH CENTER, INC.  
Ref. Number: W01000029061

We have received your document for MIAMI MINORITY HEALTH CENTER, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Joey Bryan  
Document Specialist  
New Filing Section

Letter Number: 601A00066527

**RE-SUBMIT**

PLEASE OBTAIN THE ORIGINAL  
FILE DATE

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# ARTICLES OF INCORPORATION OF MIAMI MINORITY HEALTH CENTER, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

## Article 1

### NAME

The name of the Corporation is: MIAMI MINORITY HEALTH CENTER, INC.

## Article 2

### NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

## Article 3

### DURATION

The duration (term) of the Corporation is perpetual.

## Article 4

### PURPOSES

The Corporation is exclusively organized, and shall be operated exclusively for, the following charitable, scientific and educational purposes:

- A. To establish and operate an organization to provide health care services specifically targeted to minority and low income populations.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limitation the generality of the foregoing, to acquire by donation, contribution, bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of

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the purposes set forth herein.

- C. To do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them.

#### Article 5

#### LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 4 (Purposes) hereof.

#### Article 6

#### MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
Marta Escalona	620 SW 1 <sup>st</sup> Street, Miami, FL 33130
Eduardo Sanchez, DO	620 SW 1 <sup>st</sup> Street, Miami, FL 33130
Douglas Matamoros	620 SW 1 <sup>st</sup> Street, Miami, FL 33130

#### Article 7

#### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 1455 NW 14<sup>th</sup> Street, Miami, Florida 33125, and the name of its initial Registered Agent at that address is Benjamin R. Metsch. This shall also serve as the corporations principal office and mailing address.

## Article 8

### INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in the Board of Trustees. The number of Trustees constituting the initial Board of Trustees is three. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as follows:

Name	Address
Marta Escalona	620 SW 1 <sup>st</sup> Street, Miami, FL 33130
Eduardo Sanchez, DO	620 SW 1 <sup>st</sup> Street, Miami, FL 33130
Douglas Matamoros	620 SW 1 <sup>st</sup> Street, Miami, FL 33130

## Article 9

### OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (an may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Name	Address	Title
Eduardo Sanchez, DO	620 SW 1 <sup>st</sup> Street, Miami, FL 33130	Pres.
Marta Escalona	620 SW 1 <sup>st</sup> Street, Miami, FL 33130	VP
Douglas Matamoros	620 SW 1 <sup>st</sup> Street, Miami, FL 33130	Sec./ Treas.

## Article 10

### INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
Marta Escalona	620 SW 1 <sup>st</sup> Street, Miami, FL 33130
Eduardo Sanchez, DO	620 SW 1 <sup>st</sup> Street, Miami, FL 33130
Douglas Matamoros	620 SW 1 <sup>st</sup> Street, Miami, FL 33130

## Article 11

### BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

## Article 12

### AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

## Article 13

### INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

## Article 14

### COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

## Article 15

### NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

12th In Witness Whereof, the undersigned have signed these Articles of Incorporation on this day of December, 2001,

[Signature]  
Incorporator  
[Signature]  
Incorporator  
[Signature]  
Incorporator

State of Florida       )  
County of Miami-Dade)

Before Me personally appeared Marta Escalona, Edwards Sanchez, and Douglas McAmness, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and severally acknowledged to and before me that they executed said instrument for the purposes therein expressed.

Witness my hand and official seal this 12th day of December, 2001, in the aforesaid County and State.

[Signature]  
Notary Public

My Commission Expires:





ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Miami Minority Health Center, Inc., which is contained in the foregoing Articles of Incorporation.

Dated this 16<sup>th</sup> day of June, 2001.

  
\_\_\_\_\_  
Registered Agent

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