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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** NANAY Health Center, Inc.

**DOCUMENT NUMBER:** N03000005388

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jocelyn H. Bruce, M.D.

(Name of Contact Person)

NANAY Health Center, Inc.

(Firm/ Company)

659 NE 125 Street

(Address)

North Miami, FL 33161

(City/ State and Zip Code)

For further information concerning this matter, please call:

Jocelyn H. Bruce, M.D.

(Name of Contact Person)

at ( 305 ) 981-3232

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

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(Additional copy is  
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☒ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

NANAY Health Center, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N03000005388

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may **not** be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

**PREAMBLE**

Article I - The Corporation

Article II - Purposes

Article III - Membership

Article IV - Officers

Article V - The Board of Directors

Article VI - Finances

Article VII - Amendments and Implementation

(Attach additional pages if necessary)  
(continued)

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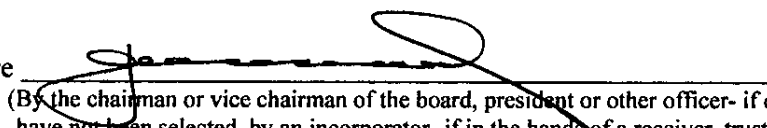
The date of adoption of the amendment(s) was: May 23, 2003

Effective date if applicable: Upon adoption  
(no more than 90 days after amendment file date)

**Adoption of Amendment(s) (CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature

  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Jocelyn H. Bruce, M.D.

(Typed or printed name of person signing)

President and CEO

(Title of person signing)

**FILING FEE: \$35**

**NANAY HEALTH CENTER, Inc.  
AMENDED ARTICLES OF INCORPORATION**

**PREAMBLE**

WHEREAS, NANAY, Inc. is a 501(c)(3) charitable corporation organized under the State of Florida;

WHEREAS, the Board of Directors of NANAY, Inc. is authorized by the Bylaws under the State of Florida to establish subsidiaries, local chapters, or affiliates to support its mission of providing supportive services to the underserved;

NOW, therefore, the Board of Directors of NANAY, Inc. has resolved and approved by majority vote in a special meeting held on May 23, 2003, to form NANAY HEALTH CENTER, Inc. as an affiliate of NANAY, Inc. for the purpose of promoting NANAY's stated goals and mission of improving the lives of underserved elders and youth through promotion of health and provision of health care related services.

**ARTICLE I – The Corporation**

SECTION 1. The name of the Corporation is NANAY HEALTH CENTER, Inc., also known as NANAY HEALTH CENTER.

SECTION 2. The principal office and mailing address of the Corporation is 12340 NE 6<sup>th</sup> Court, North Miami, FL 33161

SECTION 3. The Corporation is a private non-profit community-based service affiliate of its parent tax-exempt organization, NANAY, Inc. but created as a legally separate entity, with the intent of also becoming tax exempt under Section 501(c)(3) of the Internal Revenue Code, subject to public auditing and accountability.

3A. The purposes for which the NANAY HEALTH CENTER is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

3B. Notwithstanding any provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

SECTION 4. The affairs of the Corporation shall be governed by its Constitution and By-laws which may be reviewed and amended upon approval by a majority vote at a general membership meeting that is especially called for that purpose.

SECTION 5. The existence of this Corporation shall commence upon the filing of its Articles Incorporation by the Florida Department of State and shall continue in perpetuity.

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## **ARTICLE II – Purpose**

SECTION 1. NANAY HEALTH CENTER is organized as a non-profit Florida Corporation for the purpose of promoting health and providing health-related services to the underserved and disadvantaged youth and elders.

SECTION 2. All of the foregoing purposes and powers shall be exercised exclusively for the charitable purposes in such manner that the corporation shall qualify as an exempt organization under section 501 (c)(3) of the internal Revenue Code of 1986.

SECTION 3. The Corporation shall raise funds through grants and public support, and may engage in other income-generating activities within the provisions specified under section 501(c)(3) of the Internal Revenue Code, to accomplish its mission.

SECTION 4. All funds raised and disbursed by the Corporation shall be fully accountable and all records shall be open to the public.

## **ARTICLE III – Membership**

Membership in the Corporation shall be available to any natural person over the age of eighteen, as well as corporations and partnerships that are interested in promoting the purposes for which the Corporation was formed.

## **ARTICLE IV –Officers**

SECTION 1. The Executive Officers of the Corporation shall consist of the President, Vice-President, Secretary, and Treasurer, duly appointed by the Board of Directors.

SECTION 2. The President shall act in the capacity of Chief Executive Officer, shall assume office for a minimum period of four years in order to build a firm and solid foundation for the Corporation, and may continue to remain in office upon recommendation of the Board of Directors.

SECTION 3. The President may be subject to disciplinary action or may be removed from office if there is unequivocal proof of willful and irretrievable misconduct that violates the Constitution and destroys the foundation for which the Corporation was created. In such cases, the President shall be duly informed, shall have the right to counsel, and shall continue to assume office until after any final action or decision is made. Any motion to discipline or impeach the President shall be deliberated on, voted unanimously, and documented in the form of a Resolution by the Governing Board.

SECTION 4. Upon recommendation by the Governing Board, the President may discipline or remove from office any administrative or executive officer for any willful misrepresentation or

irretrievable misconduct that jeopardizes the good image of the Corporation, violates the Constitution or destroys the foundation for which the Corporation was created.

## **ARTICLE V - The Board of Directors**

**SECTION 1** The Governing Board shall consist of at least nine (9) but no more than twenty-one (21) members, composed as follows:

- A. Majority shall be users of service or residents of low-income neighborhoods in the community or low-income residents of the community or elected representatives of the low-income neighborhood organizations
- B. The remaining members may include human and social service providers, individuals with access to philanthropic resources, or others willing to contribute their professional expertise.

**SECTION 2.** Each elected member of the Governing Board shall serve on three year staggered terms, and may be reelected for a second consecutive three (3)-year term but may not be reelected thereafter until after the expiration of at least one (1) year following the completion of his or her second term.

**SECTION 3.** In case of a vacancy, or at the end of each staggered term, a nominating committee headed by the Governing Board Chair shall submit a list of nominees who shall be elected into the newly vacated position by the remaining members of the Governing Board. The nominating committee shall be made up of at least two current executive officers or Governing Board members and at least two community members who are users of service.

**SECTION 4.** The duties of the Governing Board shall be:

- a) To review, approve, and adopt the Annual Corporate Budget;
- b) To review, approve, and adopt the Corporate Policies and Procedures Manual;
- c) To assist the President on matters related to Corporate fund-raising programs, and approve grants, trust accounts, and special projects of the Corporation, based on the established Corporate Policies and Procedures;
- d) To assure that the Corporation is run in a legal, cost-efficient, and socially responsible manner, and that all its activities are in alignment its stated mission;
- e) To advise the President, make recommendations and approve matters regarding major fund disbursement decisions for the purposes stated in the Constitution;
- f) To advise the President and make recommendations regarding disciplinary matters involving executive and administrative officers;
- g) To decide and act on disciplinary matters that directly involve the President and to ensure that the President's actions and decisions are in accordance with the established goals stated in the Constitution.

**SECTION 4.** The Governing Board shall be headed by the Chairman of the Board, who shall be elected from among the current members of the Governing Board, and shall serve in such position for the remainder of his or her term of office. The Chairman of the Board shall preside at all Governing Board meetings, intercede in the discussion, and validate all policies and resolutions voted upon by the Governing Board. In the absence of the Chairman of the Board, the

Governing Board shall designate an acting chairman from among its members who are present at the time of the meeting.

SECTION 5. The Governing Board shall have a mandatory annual meeting to review the organization's budget, to set or revise policies, and to ensure that the organization is achieving its goals.

SECTION 6. The Governing Board shall hold regular monthly meetings, and additional meetings may be called by the President or the Chairman of the Board on an emergency or per need basis, with 7 days prior notice either by personal call, by regular mailing, by e-mail or by fax. Three consecutive absences from scheduled meetings without reasonable excuse shall be grounds for termination.

SECTION 7. The Governing Board shall set up a formal policy for low-income beneficiaries to advise and participate in planning the design, location of sites, development and management of affordable housing, through open town meetings, community surveys, special committees, or other means.

SECTION 8. The Governing Board shall establish systems for community involvement in parts of the service areas where housing will be developed, but which are not represented on the Board. Such systems may include special committees of neighbors of a proposed development site, neighborhood advisory councils or open town meetings.

#### **ARTICLE VI – Finances**

SECTION 1. The corporation's fiscal or financial year shall begin on July 1 and end on June 30 of the succeeding year.

SECTION 2. All Corporate checks related to the banking accounts of the corporation shall be prepared by the Treasurer and signed by the President, or in the absence of the President, by the Treasurer and the Secretary.

SECTION 3. Trust accounts set up by the Corporation for grants, donations, requests, and other gifts or funding assigned to specific projects may be subject to restrictions, provided that such restrictions on the use of the trust account do not conflict with the other policies of NANAY-CDC, or with federal, state or local laws.

SECTION 4. No part of the Corporation's earnings may benefit any member, founder, director, contributor or private individuals.

SECTION 5. The Corporation prohibits any conflict of interest or the appearance of conflict of interest by board members, officers, employees, consultants and relatives.

SECTION 6. The Corporation's accounting and internal control systems shall follow Generally Accepted Accounting Principles (GAAP) and assure that an annual independent financial audit is performed in accordance with Federal audit requirements.



SECTION 7. In the event of dissolution, all money and residual assets remaining after all financial obligations and trust accounts have been cleared shall be turned over to NANAY, Inc., or in case NANAY, Inc. has likewise been dissolved, to one or more organizations which are themselves exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or the Federal, State or local government for exclusive public purpose. The recipient organization or charitable institution shall be selected by at least three-fourths (3/4) of all existing members of the executive committee and Governing Board.

#### **ARTICLE VII- Amendments and Implementation**

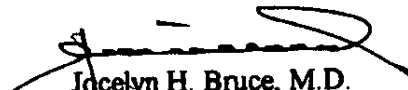
These Constitution and By-laws may be amended by a unanimous vote of the members of the Governing Board and ratified by the existing members present at a general membership meeting that is especially called for that purpose.

#### **ARTICLE VIII – Registered Agent**


The name and address in the State of Florida of this Corporation's initial registered agent for service of process are:

Jocelyn H. Bruce, M.D.  
659 NE 125 Street  
North Miami, FL 33161

*In witness of this, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this corporation has executed these Articles of Incorporation providing for the information, liability, rights, privileges and immunities of a corporation not for profit on this 22<sup>nd</sup> day of June, 2003.*

  
Jocelyn H. Bruce, M.D.  
Founding President and C.E.O.  
Jocelyn H. Bruce, Incorporator

*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.*

  
Jocelyn H. Bruce, M.D.  
Founding President and C.E.O.      Date: June 22, 2003  
Jocelyn H. Bruce, M.D., Registered Agent