

Division of Corporations

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NO30000007874

Florida Department of State

Division of Corporations

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Account Name : JOHNNY TSIMOGIANNIS

Account Number : I19990000261

Phone : (305) 442-1028

Fax Number : (305) 442-2747

FLORIDA NON-PROFIT CORPORATION**LIFELINE FOUNDATION CARE, INC.**

Certificate of Status	1
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Corporate Filing

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**ARTICLES OF INCORPORATION OF
LIFELINE FOUNDATION CARE, INC.**

The undersigned Incorporator, for the purpose of forming a Florida nonprofit pursuant to Chapter 617 of Florida Statutes hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the Corporation shall be: **LIFELINE FOUNDATION CARE, INC.** ("Corporation")

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: **999 Ponce de Leon Blvd, Suite 601, Coral Gables, FL 33134**, with the privilege of having branch offices at any other place within the State and without the State.

ARTICLE III: EFFECTIVE DATE

These Articles of Incorporation shall be effective September 10, 2003 (or the earliest date deemed acceptable) upon the approval of the Secretary of State, State of Florida.

ARTICLE IV: PURPOSE

The general nature and purpose of this nonprofit Corporation is provided for in Florida Statutes 617, and accordingly, shall engage in any activity or business permitted under the laws of the United States and of the State of Florida upon nonprofit corporations and to do such things as are incidental to the purposes of the Corporation or necessary or desirable to accomplish them. Furthermore, the general nature and purpose for which the corporation is organized is: *To establish and operate an organization to enhance the lives of individuals suffering with HIV and AIDS.*

ARTICLE V: MANNER OF ELECTION

The manners in which the directors and officers are elected or appointed are as follows:

Directors

The management of the Corporation shall be vested in the Board of Directors. The number of Directors constituting the initial Board of Directors is three. Each Director shall have all the rights and privileges as Directors of the Corporation (as set forth in the Bylaws) and shall be entitled to one vote each. The Bylaws may provide for Nonvoting Directors of one or more classes, who shall be admitted in such a 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 number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Board of Directors shall elect its Directors annually, and may remove any of its Directors at any time with a majority vote. The Bylaws may provide for ex officio and honorary directors, and their rights and privileges.

Officers

The Officers of the Corporation shall consist of a President, Vice-President, Secretary, Treasurer and any such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE VI: INITIAL DIRECTORS / OFFICERS

The names and addresses of the initial directors and officers are as follows:

1. Johnny Tsimogiannis, Director, President and Treasurer
999 Ponce de Leon Blvd, Suite 601, Coral Gables, FL 33134.
2. Ofelia-Rey Tsimogiannis, Director, Vice-president
999 Ponce de Leon Blvd, Suite 601, Coral Gables, FL 33134.
3. Lily Tsimogiannis, Director, Secretary
999 Ponce de Leon Blvd, Suite 601, Coral Gables, FL 33134.

ARTICLE VII: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial registered office of this Corporation and the name of its initial registered agent at such address is:

*Johnny Tsimogiannis
999 Ponce de Leon Blvd., Suite 601
Coral Gables, Florida 33134*

ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator of this Corporation is:

*Johnny Tsimogiannis
999 Ponce de Leon Blvd., Suite 601
Coral Gables, Florida 33134*

ARTICLE IX: NON-STOCK BASIS

This Corporation is organized on a non-stock basis. This Corporation will not issue shares of stock or any other forms of ownership.

ARTICLE X: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE XI: BYLAWS

The Board of Director(s) of the Corporation shall have power to make, alter, amend or repeal (rescind) the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE XII: POWERS AND LIMITATIONS

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its Directors 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 IV (Purpose) hereof.

ARTICLE XIII: INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify and hold harmless each person who shall serve as a director of the Corporation, and each person who serves at the request of the Corporation as a director or officer of any Corporation, from and against any and all claims and liabilities to which such person shall become subject by reason any action alleged to have been taken or omitted by him as director or officer. The Corporation shall reimburse each such person for all costs, legal and other expenses reasonably incurred by him in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable to the extent permitted by Federal and Florida law.

No contract or other transaction between this Corporation and any other firm or Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of the Corporation are peculiarly or otherwise interested in, or are directors or officers of such other firms or Corporations, provided that the fact he is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be taken and any director of the Corporation who is also a director or officer of such other Corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction with the like force and effect as if they were not a director or officer of such other Corporation or not so interested.

ARTICLE XIV: AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon members, directors or officers in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

[SIGNATURES ON NEXT PAGE]

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IN WITNESS OF THE FOREGOING, I, the undersigned, am the original incorporator for the purpose of forming a nonprofit Corporation pursuant to the nonprofit Corporation laws of the State of Florida, do hereby make and file this Certificate with the Florida Department of State, Secretary of State, Division of Corporations, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this day Wednesday, September 10, 2003.


Johnny Tsimogiannis
Incorporator

03 SEP 11 AM 7:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

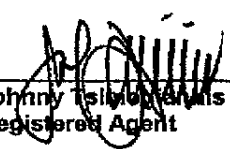
FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. ***IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:***

First, that **Lifeline Foundation Care, Inc.**, desiring to organize or qualify as a nonprofit Corporation under the laws of the State of Florida, with its initial place of business address, as indicated in the Articles of Incorporation, in the City of Coral Gables, County of Miami-Dade, State of Florida, has named as follows its agent to accept service of process within the State of Florida.

Johnny Tsimogiannis
999 Ponce de Leon Blvd., Suite 601
Coral Gables, Florida 33134

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.


Johnny Tsimogiannis
Registered Agent

9/10/2003
Date