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Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : GEORGE F. INDEST III, P.A. - THE HEALTH LAW FIRM
Account Number : 120000000056
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FLORIDA NON-PROFIT CORPORATION

Brevard County We Care Program, Inc.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF THE
BREVARD COUNTY WE CARE PROGRAM, INC.
(A Corporation Not for Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, the majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of the State of Florida, do hereby certify that they are organizing this Corporation as follows:

ARTICLE I

NAME

The name of this corporation is the **BREVARD COUNTY WE CARE PROGRAM, INC.** (the "Corporation").

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 975 Eyster Boulevard, Building 2-4, Rockledge, Florida 32955.

ARTICLE III

PURPOSE OF THE CORPORATION

- A. This Corporation is organized for and shall operate solely for charitable, religious, educational and scientific purposes, 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, or the corresponding section of any future federal tax code.
- B. In furtherance of the foregoing purpose, this Corporation shall promote and assist in the provision of charity medical care to indigent residents of Brevard County, Florida, by receiving contributions and distributing those contributions to non-profit clinics that serve such individual indigent residents, and other such activities to accomplish said purpose.

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ARTICLE IV

TRUSTEES OF THE CORPORATION AND MANNER OF APPOINTMENT

- A. The Trustees of this Corporation shall also be known as its "Advisory Board." The terms "Director," "Trustee" and Member of the Advisory Board" may be used interchangeably to refer to the Trustees of the Corporation. The Trustees of this Corporation shall be the Members of the Advisory Board of the Corporation. The terms "Advisory Board" and "Board of Trustees" may be used interchangeably and shall mean the same thing.
- B. The number of Trustees shall be not less than five (5).
- C. The initial Board of Trustees shall consist of six (6) members comprised of individual representatives from the following organizations as set forth below:
 - 1. The Executive Director of the Brevard County Medical Society;
 - 2. The Director of the Brevard County Public Health Unit;
 - 3. A representative appointed by the Board of County Commissioners of Brevard County;
 - 4. A representative appointed by Health First, Inc.;
 - 5. A representative appointed by Parrish Medical Center; and
 - 6. A representative appointed by Wuesthoff Health Systems Inc.
- D. As an individual representative from a stated organization is replaced by that organization then that respective individual shall serve accordingly on the Board of Trustees.
- E. The Board of Trustees shall be confirmed at the annual meeting of the Corporation.

ARTICLE V

LIMITATION OF POWERS

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other 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 Article III hereof (Section 501(c)(3) purposes).
- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

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- C. Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on: (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (2) by a corporation, 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 VI

DISSOLUTION OF THE CORPORATION

- A. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. This may be accomplished by donating said assets to another not-for-profit corporation or entity.
- B. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

REGISTERED AGENT

The name and street address of the initial Registered Agent of this Corporation is:

Crystal A. Rheinlander, Coordinator
Brevard We Care Program, Inc.
975 Eyster Boulevard
Building 2-4
Rockledge, Florida 32955

ARTICLE VIII

INCORPORATOR

The Incorporator of this Corporation is:

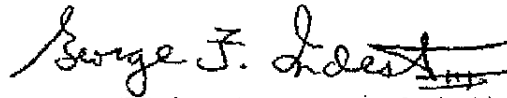
George F. Indest III, Esquire
The Health Law Firm

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220 E. Central Parkway, Suite 2030
Altamonte Springs, Florida 32701

The undersigned has executed these Articles of Incorporation this 9th of
September, 2003.



GEORGE F. INDEST III, ESQUIRE
Incorporator

CERTIFICATION

STATE OF FLORIDA
COUNTY OF SEMINOLE

Subscribed and sworn to before me by George F. Indest III, Esquire this 9th day
of September, 2003. George F. Indest III, Esquire is personally known to me
or produced as identification.


NOTARY PUBLIC

Print name:

My commission expires:



Elizabeth J. Roese
MY COMMISSION # 00226344 EXPIRES
June 25, 2007
BONDED THRU TROY PAID INSURANCE, INC.

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REGISTERED AGENT'S CERTIFICATE

In accordance with the Florida Business Corporation Act, the undersigned, Crystal A. Rheinlander, as registered agent appointed in accordance with the foregoing Articles of Incorporation for the Brevard County We Care Program, Inc., a Florida not for profit corporation, with its registered office, as indicated in the Articles of Incorporation at the City of Rockledge, County of Brevard, State of Florida, does hereby accept such appointment, and does hereby state that she is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further states she is familiar with §607.0501, Florida Statutes.

Crystal A. Rheinlander 9/9/03
 Crystal A. Rheinlander / Date
 Registered Agent

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