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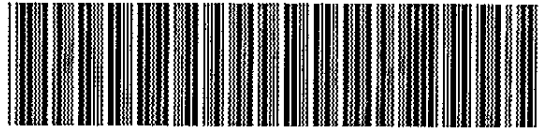
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TRANSMITTAL LETTER

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

SUBJECT: Save Miami Beach Healthcare, 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: Virginia Costa, P.A.
Name (Printed or typed)

2828 Coral Way, Suite 450
Address

Miami, FL 33145
City, State & Zip

305-445-6005
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
SAVE MIAMI BEACH HEALTHCARE, INC.

Not-For-Profit Corporation

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2004 APR 22 P 5:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed and acknowledged by the incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

ARTICLE I
NAME AND ADDRESS

The name of the corporation (hereinafter called "Corporation") is Save Miami Beach Healthcare, Inc., and its initial principal office is located at 2828 Coral Way, Suite 450, Miami, Florida 33145.

ARTICLE II
DURATION

The term of this Corporation is fixed in perpetuity and is to commence when these Articles of Incorporation are filed with the Department of State.

ARTICLE III
PURPOSE AND POWERS

By way of explanation and not of limitation, the purposes for which the Corporation is organized are to establish community support for the continuation of not-for-profit healthcare in Miami Beach, Florida, and in general to exercise any, all and every power for which a not-for-profit organization under the Florida Not For Profit Corporation Act can be authorized to exercise.

ARTICLE IV
REGISTERED AGENT

The initial registered agent is Virginia M. Costa, P.A. and the initial registered office is located at 2828 Coral Way, Suite 450, Miami, Florida 33145.

ARTICLE V
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that 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 the Third Article hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or

otherwise attempting, to influence legislation, and the Corporation 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI
DISSOLUTION

Upon the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious, literary, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court with appropriate jurisdiction, exclusively for such purposes or to such organizations, as said Court shall determined, which are organized and operate exclusively for such purposes.

ARTICLE VII
DIRECTORS

Directors will be appointed by the members of the Corporation.

ARTICLE VIII
INCORPORATOR

The name and address, including street and number of the incorporator is as follows:

Virginia M. Costa, P.A.
2828 Coral Way, Suite 450
Miami, Florida 33145

IN WITNESS WHEREOF, the incorporator of this Corporation, has executed these Articles of Incorporation on this 14th day of April, 2004.

VIRGINIA M. COSTA, P.A.

By: 
Virginia M. Costa, President

**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT
UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

Having been appointed registered agent of Save Miami Beach Healthcare, Inc. in its Articles of Incorporation, at the place designated in such Articles of Incorporation, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

VIRGINIA M. COSTA, P.A.

By: 

Virginia M. Costa, President

Dated: April 19th, 2004

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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