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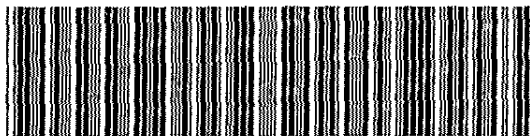
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The Law Office of
Glen J. Torcivia and Associates, P.A.
Northpoint Corporate Center
701 Northpoint Parkway
Suite 209
West Palm Beach, Florida 33407-1950

Glen J. Torcivia
Paulette Torcivia
Ellen F. Block
Lara Donlon
Christy Goddeau

June 23, 2004

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VIA FEDERAL EXPRESS
Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

RE: Incorporation of Healthy Start Coalition of Palm Beach County, Inc.

Dear Sir or Madam:

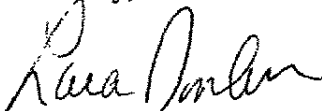
Please find enclosed the following items for incorporation of the foregoing not for profit entity:

1. Articles of Incorporation (original plus one copy);
2. Certificate Designating Registered Office and Naming Registered Agent (original plus one copy);
3. Check in the amount of \$87.50 for the filing fee, designation of registered agent, a certified copy and certificate of status.

Please return the certified copy and certificate of status in the enclosed Federal Express envelope that will be automatically billed to our firm's account.

Should you have any questions regarding the foregoing, please do not hesitate to contact me at your convenience. Thank you for your cooperation regarding this matter.

Sincerely,


Lara Donlon

Enclosures

cc: Tanya Palmer

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**ARTICLES OF INCORPORATION
OF
HEALTHY START COALITION OF PALM BEACH COUNTY, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name of Corporation

The name of this Corporation shall be HEALTHY START COALITION OF PALM BEACH COUNTY, INC. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation will be 1919 N. Flagler Drive, West Palm Beach, Florida 33407.

ARTICLE II

Purposes

The purposes for which this Corporation are organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

Prohibited Activities

No dividend shall be paid, and no part of the income of this Corporation shall be distributed to its directors, officers or committee members, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to its directors, officers and committee members and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or

intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue Law.

ARTICLE IV

Membership

This Corporation shall have such members as are set forth in the Bylaws.

ARTICLE V

Corporate Duration

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE VI

Board of Directors

This Corporation shall have eight (8) Directors initially. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than seven (7). The names and addresses of the initial Directors of this Corporation who shall serve until their successors are elected or appointed and have qualified pursuant to the Bylaws of this Corporation are:

Lhisa Almashy
2107 Pinchurst Drive
Boynton Beach, FL 33426

Eric Kelly
11903 Southern Blvd., Suite 104
Royal Palm Beach, FL 33411

Janice Berry
324 Datura Street, Suite 401
West Palm Beach, FL 33401

Jean Marie Malecki
826 Evernia Street
West Palm Beach, FL 33401

Triste Brooks
2300 N. Florida Mango Road
West Palm Beach, FL 33409

Shane O'Meara
423 Fern Street, Suite 200
West Palm Beach, FL 33401

Shelley Greif
5101 Greenwood Avenue
West Palm Beach, FL 33407

Gigi Tylander
545 24th Street
West Palm Beach, FL 33407

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 701 Northpoint Parkway, Suite 209, West Palm Beach, Florida 33407, and the name of the initial registered agent of this Corporation located at such address is Lara Donlon.

ARTICLE VIII

Bylaws

The Bylaws of this Corporation may be made, altered, amended or rescinded at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting, provides that the notice of the meetings contain a statement of the proposed changes.

ARTICLE IX

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any meeting of the Board of Directors of this Corporation by the affirmative vote of a majority of the Directors present at any such meeting, provides that the notice of the meetings contain a statement of the proposed changed.

ARTICLE X

Indemnification

The Corporation shall indemnify to the fullest extent permitted by law, including the advancement of costs and expenses, all current or former officers, directors, employees, and other persons permitted by law to be indemnified.

ARTICLE XI

Dissolution

In the event of dissolution, any residual assets of this Corporation will be distributed for one or more exempt purposes or purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding sections of any future Internal Revenue law of the United States.

ARTICLE XII

Incorporator

The name and address of the incorporator of this Corporation is: Lara Donlon, 701 Northpoint Parkway, Suite 209, West Palm Beach, Florida 33407.

ARTICLE XIII

Effective Date

The effective date of these Articles of Incorporation shall be June 24, 2004.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 23rd day of June, 2004.



Lara Donlon

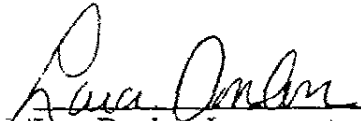
CERTIFICATE DESIGNATING REGISTERED OFFICE

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:

THAT HEALTHY START COALITION OF PALM BEACH COUNTY, INC. DESIRING
TO ORGANIZE OR QUALIFY AS A CORPORATION NOT FOR PROFIT UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 1919 N.
FLAGLER DRIVE, WEST PALM BEACH, FLORIDA 33407 HAS NAMED LARA DONLON
LOCATED AT 701 NORTHPOINT PARKWAY, SUITE 209, WEST PALM BEACH, FLORIDA
33407, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE
CORPORATION WITHIN THE STATE OF FLORIDA.


Lara Donlon, Incorporator


June 23, 2004

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated Corporation, at the place
designated in this Certificate, I hereby accept the responsibility to act in this capacity, and agree to
comply with the provisions of Florida Statutes relative to keeping open said office and further accept
the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 23rd day of June, 2004.

By:


Lara Donlon, Registered Agent

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