

No400000 8096

Larry Williams Phone 407 716 6772



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Orlando State FL ZIP 32802

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(Address)

(City/State/Zip/Phone #)

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INSTITUTE FOR WELLNESS, EDUCATION AND RESEARCH, INC.
(A Corporation Not for Profit)

Articles of Incorporation

The undersigned pursuant to chapter 617, Florida Statutes, adopt(s) the following articles of incorporation.

ARTICLE I

The name of this organization shall be: **Institute for Wellness, Education and Research, Inc.**

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of this corporation shall be:
3916 Rose Petal Lane
Orlando, Florida 32808

ARTICLE III

Goals and Purposes

- A. The goals of the Institute for Wellness, Education and Research, Inc. shall be:
1. To prevent and control major diseases through a wellness paradigm
 2. To meet needs of populations and community based organizations through tested education methods and techniques
 3. To use participatory research in conducting policy analysis, strategic planning, project evaluation and monitoring
- B. The purpose of Institute for Wellness, Education and Research, Inc.
1. To reduce the prevalence and incidences of diseases and gaps therein
 2. To engage partners in addressing local, national and International health problems
 3. To use best practices and evidence based models in all interventions
 4. To design sensitive and appropriate education messages and curriculum using modern technology
 5. To build and sustain capacities of community based organizations
 6. To collect and analyze data and disseminate findings thus contributing to new knowledge

ARTICLES IV

Powers

This corporation is to exercise all rights and powers to expedite and carry out all the goals and purposes of this corporation, and as may be determined by the Board of Directors and subject to the bylaws, to possess all rights, privileges and immunities.

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ARTICLE V

Members

Initial Board of Directors shall solicit members. Membership rights, duties, benefits and obligations will be set forth in the Bylaws. Special membership will be set forth in Bylaws

ARTICLE VI

Non Profit Status

This corporation is organized under non-profit basis. No member shall be entitled to or receive monetary compensation or share corporate capital asset. Corporate officers and/or Directors may be compensated as set forth in the Bylaws

ARTICLE VII

Terms of existence

This corporation not for profit shall have perpetual existence

ARTICLE VIII

Registered Resident Agent

The name of the registered agent of this corporation at the registered office of this corporation shall be:

Larry K. Williams
3916 Rose Petal Lane
Orlando, Florida 32808

ARTICLE IX

Incorporator

The names of the incorporators for the corporation are:

Noel Brathwaite
275 E. Central Parkway
514
Altamonte Springs, Florida 32701

Roland Thomson
1241 Lake Piedmont Circle
Apopka, Florida 32703

Larry K. Williams
3916 Rose Petal Lane
Orlando, Florida 32808

ARTICLE X

Initial Board of Directors

This initial Board of Directors will be appointed by incorporators and shall remain in office until the first annual meeting of which time a new elections will take place. The manner in which they will be elected shall be set forth in Bylaws.

1. Noel Brathwaite, 275 E. Central Parkway, Altamonte Springs, Fl 32701
2. Roland Thomson, 1241 Lake Piedmont Circle, Apopka , FL 32703
3. Larry K. Williams , 3916 Rose Petal Lane, Orland ,FL 32808

The Board of Directors shall have the power to make, alter or rescind all such Bylaws and regulations to rule the business of the incorporation as will not be consistent with these Articles, or of the laws of the state of Florida. The number of directors may be raised or lowered by amendment of the Bylaws, but shall in case be less than three.

ARTICLE XI

Dissolution

In the event of dissolution, the residuals assets of the organizations organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS section 501 © 3.

ARTICLE XII

Officers

The officers of the corporation shall consist of Chair, Vice Chair and Secretary. Other officers 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. Their duties shall be set forth in the Bylaws and responsibilities.

ARTICLE XIII

Amendments

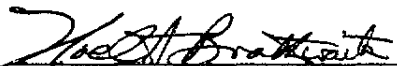
Amendments to the Bylaws shall be set forth in the Florida Law or Corporate Bylaws

ARTICLE XIV

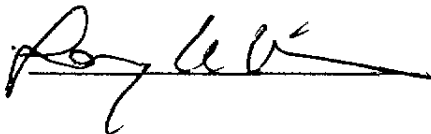
Any provisions in these articles of incorporation that is contrary of Chapter 617 Florida Statutes shall be void. The voiding of that provision shall not act to void any of the provision of articles.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this _____ day of August, 2004.

Signature (s) of Incorporator (s)



Noel Brathwaite
Typed name of incorporator



Roland Thomson
Typed name of incorporator

Larry K. Williams
Typed name of incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 706.0501 or 617.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Institute for Wellness, Education and Research, Inc.
2. The name and address of the registered agent and office is :

Larry K. Williams

(NAME)

3916 Rose Petal Lane

(P.O. BOX NOT ACCEPTABLE)

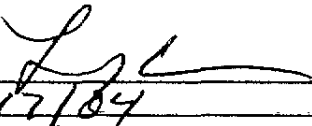
Orlando, Florida 32808

(CITY/STATE/ZIP)

HAVING BEEN NAME 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.

SIGNATURE

DATE


8/17/04

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