

12/28/2004 09:47 FAX

Division of Corporations

No 4000012067

Florida Department of State
Division of Corporations
Public Access System

002/008
Page 1 of 1
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 DEC 28 AM 8:35

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000252191 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 203-0381

From:

Account Name : ACE INDUSTRIES, INC.
Account Number : 070744001530
Phone : (305) 358-2571
Fax Number : (305) 373-7718

FLORIDA NON-PROFIT CORPORATION

HEALING HANDS HEALTH CENTER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

AB 12/29

12/28/2004 09:47 FAX
850-205-0381

12/28/2004 9:03

PAGE 001/001

Florida Dept of State 0001/008



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 28, 2004

ACE INDUSTRIES, INC.

SUBJECT: HEALING HANDS HEALTH CENTER, INC.
REF: W04000047092

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please refax the articles of incorporation, we only received the first page.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Document Specialist
New Filings Section

FAX Aud. #: B04000252191
Letter Number: 104A00071605

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

04 DEC 28 AM 8:35

H04-252191

**ARTICLES OF INCORPORATION
OF
HEALING HANDS HEALTH CENTER, INC.**

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as Incorporators of a Corporation not-for-profit, adopt the following Articles of Incorporation for such Corporation not-for-profit, pursuant to Chapters 617 and 607 of the Florida Statutes:

Article 1: Corporate Name and Address

The name of the Corporation shall be:

Healing Hands Health Center, Inc.

The principal place of business and mailing address of this Corporation is:

13806 Little Road, Box 201
Hudson, Florida 34667

Article 2: Corporate Purpose

Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, the purpose for which the Corporation is organized is to conduct clinics for the medically under-served and financially burdened with a staff that is supported by volunteer health care professionals and other support staff.

Article 3: Restrictions on Corporate Powers

The Corporation shall possess all powers granted Corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

3.01 Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2, hereof.

3.02 Activities. 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 any candidate for public office.

H04-252191

H04-252191

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Article 4: Duration of Corporate Existence

The Corporation shall have perpetual existence.

Article 5: Disposition of Assets Upon Dissolution

In the event of 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 such purposes and to such entities as are purposes and receipt entities authorized for corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or Section 501(c)(7).

Article 6: Members

6.01 Eligibility. Membership shall be open to all natural persons over the age of 18 years who are interested in furthering the charitable purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, inactive, honorary, sustaining, and lifetime membership, and establish membership fees therefor.

6.02 Meeting. Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of By-Laws.

Article 7: Officers

7.01 Defined. The affairs of the Corporation shall be managed by a President, Vice President, Secretary, and a Treasurer who shall perform the usual functions of said offices together with such additional Officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the By-Laws.

7.02 Election. Officers of the Corporation shall be elected by the Board of Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

7.03 Initial. The names and addresses of the Officers who are to serve until the First

H04-252191

H04-252191

Annual Meeting of the Directors are:

President: Lynne M. Bolduc
13806 Little Road, Box 201
Hudson, Florida 34667

1st Vice President: Ralph M. Vitola
1212 Melulle Avenue
Spring Hill, Florida 34608

2nd Vice President: Patrick Chapman
2112 Frederick Circle
Clearwater, Florida 33763

Secretary/Treasurer: Carol Roth
8421 Unity Drive
Port Richey, Florida 34668

7.04 Vacancies. Any vacancy appearing in any office prior to the First Annual Meeting of the Board of Directors shall be filled by Action of the Board of Directors and any vacancy occurring after the First Annual Meeting shall be filled in accordance with the By-Laws.

Article 8: Board of Directors

8.01 Defined. The Corporation shall be governed by a Board of Directors, each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the By-Laws. The Board of Directors may be increased or decreased as provided in the By-Laws, but in no case shall the number of Directors be less than three (3).

8.02 Term. Directors shall hold their offices for one (1) year or such other period as the By-Laws shall determine and shall serve until their successors are elected and qualify.

8.03 Number. The number of Directors constituting the initial Board of Directors is four (4) persons and the names and addresses of those who are to serve as initial Directors until the First Annual Meeting of the Corporation and the election and qualification of their successors are as follows:

Lynne M. Bolduc
13806 Little Road, Box 201
Hudson, Florida 34667

Ralph M. Vitola
1212 Melulle Avenue
Spring Hill, Florida 34608

Patrick Chapman
2112 Frederick Circle
Clearwater, Florida 33763

Carol Roth
8421 Unity Drive
Port Richey, Florida 34668

H04-252191

H04-252191

**Article 9: Acceptance of Gifts, Devises, and
Bequests; Application Thereof**

The Officers or Directors of the Corporation may accept on its behalf any designated contribution, gift, or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special funds, purposes, or uses. The Corporation at all times reserves all rights over, interest in, and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose, or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise, or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

Article 10: Adoption and Amendment of By-Laws

The By-Laws of the Corporation shall be as adopted by the first Board of Directors. The By-Laws may thereafter be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting thereof, provided that notice of such meeting containing the text of the proposed By-Law amendment is furnished to each Director at least five (5) days prior to such meeting.

Article 11: Amendment of Articles of Incorporation

10.01 By Directors. Amendments of the Articles of Incorporation shall be proposed by a majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds (2/3) of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten (10) days prior to such meeting.

10.02 By Members. Amendments may be proposed by any member and may be considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten (10) days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds (2/3) vote of the members voting, a quorum being present.

Article 12: Registered Agent

The Corporation's initial Registered Agent maintains an office at:

H04-252191

12/28/2004 09:48 FAX
12/17/2004 13:41 FAX 3525962658

KIERZYNSKI&ASSOC

007/008
007/008

H04-252191

13805 Little Road, Box 201
Hudson, Florida 34667

The Registered Agent at this address is:

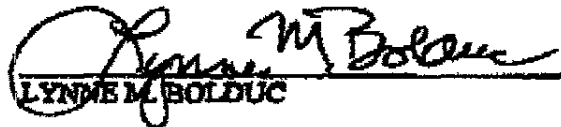
Lynne M. Bolduc

Article 13: Incorporator

The names and addresses of each person signing these Articles is:

Lynne M. Bolduc
13805 Little Road, Box 201
Hudson, Florida 34667

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
this 14th day of December, 2004.


LYNNE M. BOLDUC

**STATE OF FLORIDA
COUNTY OF HERNANDO**

The foregoing Articles of Incorporation were acknowledged before me this 14th day of
December, 2004, by Lynne M. Bolduc, who is personally known to me
and who did take an oath.

My Commission Expires:


NOTARY PUBLIC, STATE OF FLORIDA



H04-252191

12/28/2004 09:48 FAX
12/17/2004 13:41 FAX 8525982658

KIERZYNSKI&ASSOC

008/008
008/008

HOU-252191

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated not-for-profit Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 14th day of December, 2004.


LYNNE M. BOLDUC

FILED
SECRET
DIVISION
04 DEC 28 AM 8:35

HOU-252191