

N05000000742

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

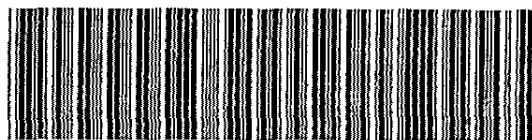
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800043791058

01/10/05--01003--019 \*\*70.00

FILED  
05 JAN 24 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE FL 32303

✓  
1205-1245

TH 1/24/05

November 4, 2004

**VIA CERTIFIED MAIL #**  
**RETURN RECEIPT REQUESTED**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

Re: Articles of Incorporation of The Tree of Life Foundation, Inc. (Florida domestic not-for-profit)

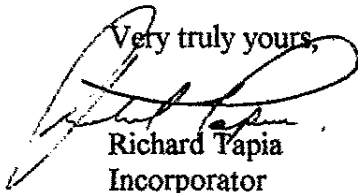
Dear Sir or Madam:

Enclosed is a duplicate set of Articles of Incorporation of The Tree of Life Foundation, Inc., a Florida not-for-profit corporation.

Also enclosed is payment of \$70.00 to file the Articles of Incorporation. Please date stamp the duplicate original set of Articles of Incorporation and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

A handwritten signature in black ink, appearing to read "Richard Tapia", is written over the typed name and title.

Richard Tapia  
Incorporator

Enclosures

3934 SW 8 ST  
STE 308  
MIAMI, FL 33134

January 19, 2004

**VIA CERTIFIED MAIL #**  
**RETURN RECEIPT REQUESTED**

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32314

ATTN: Tammy Hamilton  
P.O. BOX 6327  
Tallahassee, FL 32314

Re: Articles of Incorporation of The Tree of Life Alliance, Inc. (Florida domestic not-for-profit)

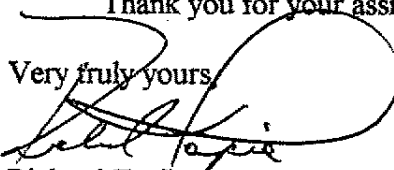
Dear Sir or Madam:

Enclosed is the correction of name and board of directors in the Articles of Incorporation of The Tree of Life Alliance, Inc., a Florida not-for-profit corporation.

The payment of \$70.00 to file the Articles of Incorporation has already been sent in previous transmission. Please date stamp the duplicate original set of Articles of Incorporation and return it to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,



Richard Tapia  
Incorporator

Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

January 13, 2005

RICHARD TAPIA  
3934 SW 8 ST  
STE 308  
MIAMI, FL 33134

SUBJECT: THE TREE OF LIFE ALLIANCE, INC.  
Ref. Number: W05000001295

RECEIVED  
05 JAN 24 AM 8:41  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for THE TREE OF LIFE ALLIANCE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 105A00001663



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 10, 2005

RICHARD PAPIA  
3934 SW 8 ST  
STE 308  
MIAMI, FL 33134

SUBJECT: THE TREE OF LIFE FOUNDATION, INC.  
Ref. Number: W05000001295

RECEIVED  
05 JAN 13 AM 10:05  
DEPARTMENT OF STATE  
CORPORATIONS SECTION  
TALLAHASSEE, FL 32314

We have received your document for THE TREE OF LIFE FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Article VIII states there will be 6 director(s), whereas NONE is/are listed.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 105A00001663

**ARTICLES OF INCORPORATION**  
**OF**  
**THE TREE OF LIFE ALLIANCE, INC.**

**FILED**  
05 JAN 24 PM 4:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned Incorporator of a corporation to be formed under the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is THE TREE OF LIFE ALLIANCE, INC. (the "Corporation").

**ARTICLE II. EXEMPT STATUS**

The Corporation is formed to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain. No part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its members, directors, advisors, or officers, 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 purpose for which it is organized and to the extent permitted under the Florida Not For Profit Corporation Act (the "Act"). No substantial part of the activities of the Corporation shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Article II, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

All references in these Articles to Sections of the Code shall be deemed to include reference to any corresponding provisions of any future United States Internal Revenue Law.

**ARTICLE III. PURPOSE**

The Corporation is a not-for-profit corporation organized for charitable purposes within the meaning of Section 501(c)(3) of the Code to be a public charity which promotes the advancement of AIDS awareness, the primary care to those infected with HIV/AIDS, and any and all related public and charitable purposes; and, to take and hold, by bequest, devise, gift, grant purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the

instrument under which such property is received, these Articles of Incorporation, the By-laws of this Corporation, or any laws applicable thereto. The corporation is further organized for the purpose of performing all acts and doing all things deemed necessary or desirable to further such purposes, and for the purpose of engaging in any lawful act or activity and may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Chapter 617 of the Act, or any successor provisions thereto.

#### ARTICLE IV. DURATION

The Corporation shall have perpetual existence, which shall commence upon issuance of its corporate charter.

#### ARTICLE V. PRINCIPAL OFFICE

The principal office of the Corporation is 3934 Southwest 8 Street, Suite 308, Miami, Florida 33134.

#### ARTICLE VI. MEMBERS

The qualifications for membership and the manner of admission of members, if any, shall be set forth in the By-laws of the Corporation.

#### ARTICLE VII. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent of the Corporation is Richard Tapia and the address of the registered agent is 3934 Southwest 8 Street, Suite 308, Miami, Florida 33134.

#### ARTICLE VIII. BOARD OF DIRECTORS

The Board of Directors of the Corporation shall initially consist of six (6) directors who shall be elected in the manner provided for in the By-laws of the Corporation. The power to adopt, alter, amend or repeal the By-laws shall be vested in the Board of Directors. The Board of Directors and Addresses are the following: Dr. Rafael Palmerola M.D., P.A., Dr. Luis Mendez-Mulet M.D., P.A., Dr. Francisco Cruz, Marcia L. Tapia, Richard Tapia, Claudia P. Martinez . All directors are located at 3934 Southwest 8 Street, Suite 308, Miami, Florida 33134. Phone Number: 305-441-0402.

#### ARTICLE IX. INCOME AND DISTRIBUTION

No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, advisor, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, advisor, or officer of the

Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. In the event of dissolution, all of the remaining assets and property of the Corporation shall, after the payment of all just debts and necessary expenses of dissolution, be distributed to such organizations which provide services similar to that of this Corporation and which shall qualify under Section 501(c)(3) of the Code.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4941(d), or retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944, or make any taxable expenditures as defined in Code Section 4945(d).

## ARTICLE X. INDEMNIFICATION

Section 1. Right to Indemnification. Each person (including her and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust, or other enterprise and to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs, and expenses, including attorneys fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee, or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article X in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article X, and upon satisfaction of the other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article X or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each director, advisor, officer, and employee of the Corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

#### ARTICLE XI INCORPORATOR

The name and address of the Incorporator is Richard Tapia, 3934 Southwest 8 Street, Suite 308, Miami, Florida 33134.

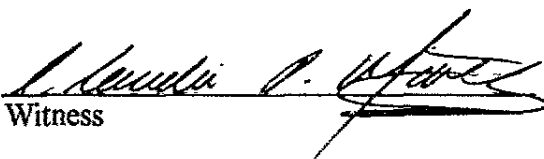
#### ARTICLE XII BY-LAWS

The By-laws of the Corporation shall be initially made and adopted by the initial Board of Directors of the Corporation and thereafter approved by the membership in accordance with or as may be otherwise provided in the By-laws. Amendments to the By-laws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to all members with a call to the meeting in accordance with the applicable notice provisions contained in the By-laws.

#### ARTICLE XIII AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law and in accordance with the applicable provisions of the By-laws of the Corporation, and every amendment shall be approved by a majority vote of the directors entitled to vote on an amendment to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporation has executed these Articles of Incorporation on this 4th day of January, 2005.

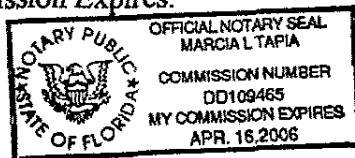
  
Witness

  
Richard Tapia  
Incorporator

STATE OF FLORIDA )  
SS  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized in the state and county aforesaid, to take acknowledgments, personally appeared Richard Tapia who is either ( ) personally known to me, or ( ) who produced his \_\_\_\_\_ as photographic evidence that he is the person described herein who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the county and state aforesaid this 20<sup>TH</sup> day of January, 2005.

**My Commission Expires:**

*Maria L. Gapis*  
Notary Public  
State of Florida at Large

MARCIA L. TAPIA  
Printed Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE  
OF PROCESS WITHIN THE STATE OF FLORIDA NAMING AGENT UPON  
WHOM SERVICE OF PROCESS MAY BE MADE**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

THE TREE OF LIFE ALLIANCE, INC. elects to organize under the laws of the state of Florida with its principal office located at 3934 Southwest 8 Street, Suite 308, Miami, Florida 33134, and has named Richard Tapia, having an address at 3934 Southwest 8 Street, Suite 308, Miami, Florida 33134, as its agent to accept service of process within the state of Florida.

## ACKNOWLEDGEMENT

Having been named to accept service of process for THE TREE OF LIFE ALLIANCE, INC. at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

January 20<sup>TH</sup>, 2005

  
Richard Tapia  
Registered Agent

Board of Directors for THE TREE OF LIFE ALLIANCE, INC.

Richard Tapia  
3934 Southwest 8 Street, Suite #308  
Miami, Florida 33134

Dr. Rafael A. Palmerola  
3934 Southwest 8 Street, Suite #308  
Miami, Florida 33134

Dr. Luis Mendez-Mulet  
3934 Southwest 8 Street, Suite #308  
Miami, Florida 33134

Marcia L. Tapia  
3934 Southwest 8 Street, Suite #308  
Miami, Florida 33134

Claudia P. Martinez  
3934 Southwest 8 Street, Suite #308  
Miami, Florida 33134

Dr. Francisco Cruz, M.D.  
3934 Southwest 8 Street, Suite #308  
Miami, Florida 33134