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C.S. 41

H. BRYANT SIMS
Attorney-At-Law

P.O. Box 2153
Palm Beach, FL 33480-2153
E-Mail: hbryantsims@yahoo.com

Phone: 561-588-7662
FAX: 561-588-7674

March 18, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

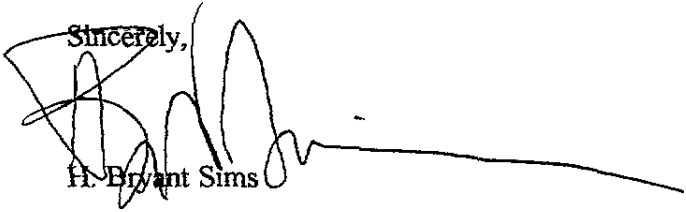
Re: Filing Articles of Incorporation - Not-for-Profit
THE CLINICS CAN HELP FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the Not-for-Profit Florida corporation, The Clinics Can Help Foundation, Inc., as well as my check no. 3725 in the amount of \$76.75 for your filing fee.

Please file the articles and send us an acknowledgment. Thank you for your assistance.

Sincerely,


H. Bryant Sims

HBS:pb

Enclosures

cc: Client

RECEIVED
05 MAR 28 AM 8:17
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
STATE

**ARTICLES OF INCORPORATION
OF
THE CLINICS CAN HELP FOUNDATION, INC.**

05 MAR 28 PM 3 08
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I

CORPORATE NAME AND ADDRESS

The name and address of the corporation shall be:

THE CLINICS CAN HELP FOUNDATION, INC.
3349 D Gardens East Drive
Palm Beach Gardens, FL 33410

ARTICLE II

DURATION OF CORPORATION: EFFECTIVE DATE

The term of existence of the corporation is perpetual. The effective date of the corporation shall be the date of receipt by the Florida Department of State.

ARTICLE III

CORPORATE NATURE

This is a nonprofit corporation organized solely for general and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

1. This is a nonprofit corporation organized solely for general and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.
2. To promote and provide support for financially needy medical clinics in the United States as well as foreign countries.
3. To offer financial assistance to individuals in need of medical services, either directly or to physicians, medical clinics, hospitals or other medical care related services.
4. To engage in the promotion, development and carrying out of programs that encourage participation of all ethnic and religious associations or organizations in the goals of the corporation.
5. To serve as a central organization and have and develop subordinate local organizations to assist in carrying out the above-stated purposes consistent with the requirements of section 501(c)(3) of the Internal Revenue Code or corresponding section of future federal tax code relative to obtaining and maintaining a group exemption letter for the central organization and any subordinates.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be three (3), provided, however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the First Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. The number of Directors may be increased from time-to-time by the Bylaws, but shall never be less than three (3). The Board of Directors shall be elected and hold office in accordance with the Bylaws. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election. Annual meetings shall be held on April 1 of each year at 3349 D Gardens East Drive, Palm Beach Gardens, FL 33410, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

OWEN O'NEILL, 3349 D Gardens East Drive, Palm Beach Gardens, FL 33410;

MARY KIEDIS KEOUGH, 3349 D Gardens East Drive, Palm Beach Gardens, FL 33410;

DAN KREUTZER, 901 - 45th Street, West Palm Beach, FL 33407.

OFFICE:

3349 D Gardens East Drive, Palm Beach Gardens, FL 33410.

B. Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

PRESIDENT:	OWEN O'NEILL
VICE PRESIDENT:	DAN KREUTZER
SECRETARY:	MARY KIEDIS KEOUGH
TREASURER:	OWEN O'NEILL

ARTICLE VI

EARNINGS AND ACTIVITIES

(A) 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 payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(B) 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.

(C) Notwithstanding any other provision of these Articles, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions

to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(D) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after making provision for the payment of all of 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 or organizations organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

(A) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(B) Any person paying the dues provided for by the Bylaws and agreeing to be bound by

the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

(C) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

ARTICLE IX

INITIAL SUBSCRIBER

The name and residence address of the subscriber of the corporation is as follows:

OWEN O'NEILL
3349 D Gardens East Drive
Palm Beach Gardens, FL 33410

OFFICE:

3349 D Gardens East Drive
Palm Beach Gardens, FL 33410

ARTICLE X

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporations not for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes, and no part

of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

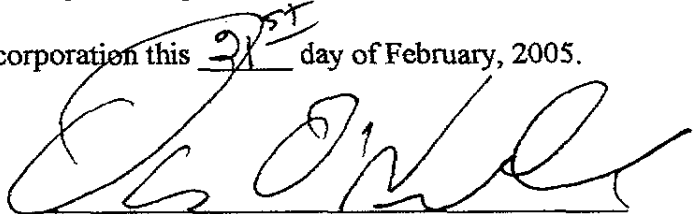
The address of the corporation's registered office shall be 250 Essex Lane, West Palm Beach, Florida 33405, and the name of its registered agent at said address shall be **H. BRYANT SIMS, ESQUIRE**.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members by their vote.

WHEREFORE, I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 21st day of February, 2005.



SUBSCRIBER, OWEN O'NEILL

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared **OWEN O'NEILL**, who produced as identification _____, or who is personally known to me, and he stated that she executed the foregoing Articles of Incorporation for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 21st day of February, 2005.

My commission expires:



H. Bryant Sims
Commission # DD190833
Expires March 8, 2007
Bonded Troy Fair - Insurance, Inc. 800-385-7019

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named 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 performance of my duties.

H. BRYANT SIMS, ESQUIRE

STATE OF FLORIDA)
)SS
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared H. BRYANT SIMS, ESQ., who produced as identification personally known, or who is personally known to me, and he stated that he executed the foregoing Articles of Incorporation as Registered Agent for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me on this 21st day of February, 2005.

My commission expires:



Pamela M. Banker
MY COMMISSION # DD261176 EXPIRES
November 28, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

NOTARY PUBLIC
STATE OF FLORIDA AT LARGE