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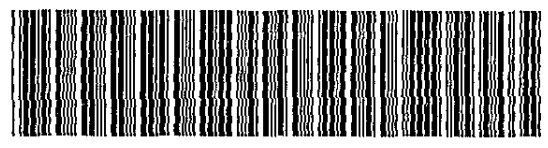
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SECRETARY OF STATE  
CONCORD, NEW HAMPSHIRE  
05 APR 11 PM 2:47

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** HYACINTH & YVONNE HAYMER HEALTH EDUCATION CENTER, INC.

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Joy Agness  
Name (Printed or typed)

5394 S.W. 186th Way  
Address

Miramar, FL 33029  
City, State & Zip

(954) 245-9978  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**

**OF**

**HYACINTH & YVONNE HAYMER  
HEALTH EDUCATION CENTER, INC.**

*(Organized under the nonprofit corporation laws of Florida)*

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**ARTICLES OF INCORPORATION**

**OF**

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*In Compliance with Chapter 617, F.S., (Not For Profit)*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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### ARTICLE I – NAME

The name of the Corporation shall be **Hyacinth & Yvonne Haymer Health Education Center, Inc.**

### ARTICLE II – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The place in this state where the principal office of the Corporation is to be located is the City of Miramar, Broward, Florida. The principal place of business and mailing address of this Corporation shall be:

Hyacinth & Yvonne Haymer Health Education Center, Inc.  
5394 S.W. 186<sup>th</sup> Way  
Miramar, FL 33029

### ARTICLE III – PURPOSES

The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes, including such purposes, the making distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The specific purposes for which the Corporation is organized are described as follows:

Hyacinth & Yvonne Haymer Health Education Center, Inc., is specifically organized as a non-profit, independent, faith-based organization with the purpose of providing low-income men and women with the tools to successfully prevent and battle cancer in our South Florida Communities. Additionally the center will be a voice for those who cannot be heard due to economic conditions and develop support programs for those living with cancer, their family members and their loved ones

The purposes of the Corporation shall be educational, social, and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, as the same may be amended.

Moreover, the Corporation shall provide services in a manner that is beneficial to the public interest. Namely, for the awareness and prevention of breast, prostate, lung and colon cancer and to offer practical advice to men and women and community organizations while serving the needs of low-income cancer survivors as identified by the National Action Plan for Cancer Survivorship.

More particularly, the Corporation is organized to perform charitable activities and services, the primary purpose of which is providing for special educational innovative projects that encourage survivors to live strong through the physical, emotional and everyday challenges of their survivorship.

#### **ARTICLE IV – REGISTERED AGENT**

The registered agent of the Corporation shall be the President of Hyacinth & Yvonne Haymer Health Education Center, Inc.

#### **ARTICLE V – INITIAL REGISTERED OFFICE AND AGENT**

The *initial* registered office of Hyacinth & Yvonne Haymer Health Education Center, Inc.

5394 S.W. 186<sup>th</sup> Way  
Miramar, FL 33029

The name of the *initial* registered agent of the Corporation at the address is the Founder and President: Joy Agness

#### **ARTICLE VI – INCORPORATORS**

The names and addresses of the persons, who are the incorporators of Hyacinth & Yvonne Haymer Health Education Center, Inc., are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Joy Agness, <i>Incorporator</i>	5394 S.W. 186 <sup>th</sup> Way, Miramar, FL 33029

## **ARTICLE VII – BOARD OF DIRECTORS**

The names and addresses of the persons who are the *initial* officers and members of the Board of Directors of Hyacinth & Yvonne Haymer Health Education Center, Inc., Inc. are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Joy Agness, <i>President</i>	5394 S.W. 186 <sup>th</sup> Way, Miramar, FL 33029
, <i>Secretary</i>	
, <i>Treasurer</i>	
, <i>Member</i>	
, <i>Member</i>	

## **ARTICLE VIII – PRESIDENT**

The Founding President of the Corporation shall be the following named person whose address shall be the same as the initial principal office of the Corporation as set forth in Article II hereof: Joy Agness.

## **ARTICLE IX – MANNER OF ELECTION OF OFFICERS AND DIRECTORS**

The manner in which the Officers and Directors are elected or appointed is as follows: The method of election of directors will be expressed and explained within the Corporation By-Laws.

## **ARTICLE X – CAPITAL STOCK**

The Corporation shall have no capital stock and shall be composed of members rather than shareholders.

## **ARTICLE XI – MEMBERSHIP**

The persons so named in Article VII hereof, will constitute the official Board of Directors as well as the *initial* members of Hyacinth & Yvonne Haymer Health Education Center, Inc., Ex-officio directors, non-voting Directors and Advisors will be elected in accordance with the By-Laws of the Corporation.

## **ARTICLE XII - MEMBERSHIP QUALIFICATIONS**

Hyacinth & Yvonne Haymer Health Education Center, Inc., as a faith-based organization, shall be open for activities to persons who follow the guidelines and By Laws established by the organization's official Board of Directors/Trustees.

Members shall be approved by the Board of Directors and expected to subscribe to the policies of the Corporation: The members of this Corporation shall be the persons who, from time to time, are the members of the Board of Directors of this Corporation.

Members and participants must show an interest in cancer prevention and offering a better quality of life, for cancer survivors by developing and enhancing their socio-economic, psycho-social and promoting wellness in their lives.

## **ARTICLE XIII – VOTING RIGHTS**

Any person who has been accepted as a member of Hyacinth & Yvonne Haymer Health Education Center, Inc., has the right and privilege to participate in the activities thereof. Each member shall have one vote.

## **ARTICLE XIV – MEMBERSHIP RIGHTS AND OBLIGATIONS**

Membership in this Corporation is personal and is not transferable or assignable.

Members shall be free to relinquish their membership at their discretion. A voting member may choose resign his membership as a member of this Corporation as is further discussed in the By Laws of the Corporation.

Participation in a lifestyle contrary to the By Laws of Hyacinth & Yvonne Haymer Health Education Center, Inc., and its activities is reason enough for dismissal or termination of membership, until such time as the governing board shall determine appropriate.

The governing board shall be free to terminate or revoke a member's membership and rights to activities at any time at its discretion. The determination by the Board of

Directors, that such termination of membership would be in the best interests of the Corporation may be without cause, except as otherwise stated in the Corporation By-Laws.

### **ARTICLE XV – CONSTITUTION AND BY LAWS**

In order to insure the discipline of order, Hyacinth & Yvonne Haymer Health Education Center, Inc., shall establish a Constitution and By Laws.

### **ARTICLE XVI – POLITY AND ACCOUNTABILITY**

Hyacinth & Yvonne Haymer Health Education Center, Inc., while maintaining its inherited rights to sovereignty in the conduct of its own affairs, this organization may voluntarily enter into joint ventures with other corporations.

### **ARTICLE XVII – CONFLICT OF INTEREST POLICY**

Any director, officer, or employee who has an interest in contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such persons must not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussion or deliberation with respect to such contract or transaction. Such persons may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the absenteeism from voting and participation, and whether a quorum was present.

### **ARTICLE XVIII – LIMITATIONS AND PROHIBITIONS**

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes, unless limited, are as follows:



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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 the furtherance of the purposes set forth in Article III hereof.

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.

Moreover, 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, or the corresponding section of any future Federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

#### **ARTICLE XIX – SETTLEMENT OF DISPUTES**

The Corporation agrees that it will settle internal disputes in accordance with the criterion, corporate policy, guidelines, and directives as set forth in and regulated by the authority of the By Laws of Hyacinth & Yvonne Haymer Health Education Center, Inc.,

#### **ARTICLE XX – DEDICATION AND DISTRIBUTION OF ASSETS**

Assets of the Corporation are permanently dedicated to the furtherance of the specified exempt purposes set forth in Article III hereof, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

#### **ARTICLE XXI – DISTRIBUTION OF PROFITS**

The Corporation is not organized for pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the personal benefit of any director or individual. The balance, if any, of all monies received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation, of whatever kind or nature, shall be issued and distributed exclusively for nonprofit purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

**ARTICLE XXII – LIABILITIES FOR DEBTS**

Neither the members, officers, nor the members of the Board of Directors of Hyacinth & Yvonne Haymer Health Education Center, Inc., shall be personally liable for the debts of the Corporation.

**ARTICLE XXIII – DISSOLUTION**

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIV – TERM OF EXISTENCE**

The Corporation shall have a perpetual existence. The Corporate existence commences on April 4, 2005 the date of approval of the Articles of Incorporation by the Secretary of State, State of Florida.

**ARTICLE XXV – AMENDMENT**


The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved to a Members' Meeting by a majority of the Members, unless all Directors and all Members sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

**ARTICLE XXVI - EFFECTIVE DATE**

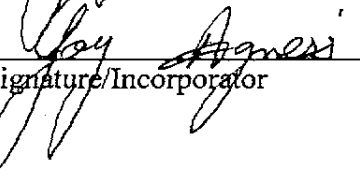
These Articles of Incorporation of Hyacinth & Yvonne Haymer Health Education Center, Inc., Inc. shall be effective immediately upon approval of the Secretary of State, State of Florida.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature/Registered Agent

4-2-05  
Date

  
\_\_\_\_\_  
Signature/Incorporator

4-2-05  
Date

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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