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05 APR 25 AM 8:32

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APR 25 2005
10:10 AM

4/26/05

TRANSMITTAL LETTER

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

SUBJECT: A.P.A.C., INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are 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 of
Status

ADDITIONAL COPY REQUIRED

FROM: IMMACULA MICHEL, MD REGISTERED AGENT
Name (Printed or typed)

17031 S. DIXIE HWY.

Address

MIAMI, FL. 33157

City, State & Zip

(305)969-0717

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 7, 2005

IMMACULA MICHEL, MD
17031 S. DIXIE HWY
MIAMI, FL 33157

SUBJECT: A.P.A.C., INC.
Ref. Number: W05000017734

We have received your document for ~~A.P.A.C., INC.~~. However, the document has not been filed and is being returned for the following:

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.

The document number of the name conflict is 846936 -- ~~APAG, INC.~~

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 005A00023885

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05 APR 25 PM 12:46

11-1-05 11:10:00

FILED

05 APR 25 AM 8:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Incorporation
of
A.P.A.C.C., INC.
A Non-Profit Corporation**

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Under the NOT FOR PROFIT CORPORATION ACT of the State of Florida statutes, adopt the following Articles of Incorporation for such corporation:

Article 1

NAME

The name of this corporation, hereinafter referred to as the " Corporation" is

A.P.A.C.C., INC.

Article 2

**CORPORATION NOT FOR
PROFIT TAX EXEMPT STATUS**

At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law.

A- This corporation shall not possess or exercise any power or authority either expressly by interpretation or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify as a corporation described in Section 501(c) (3) of the Internal Revenue code of 1954, as amended (hereafter sometimes referred to as the code", contributions to which are deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

B- No part of the assets or net earnings of these corporations shall ever be used, nor shall this corporation ever be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501 (c) (3) of the code.

C-This corporation shall never be operated for the primary purpose of carrying on a trade or business profit.

D- No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, or to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E- At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or another jurisdiction where its activities are carried on; nor shall it engage in any transaction defined at the time as prohibited under the Internal Revenue Code of 1954.

F- No compensation, loan or other payment shall be paid or made to any officer, director, incorporation of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and / or as a reasonable allowance for authorized expenditures incurred on behalf of this Corporation; and no part of the assets or the earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such persons, or inure to, be used for accrue to or to the benefit of any such person or private individual(pursuant to the prohibition contained in Section 501(c) (3) of the code).

G- No solicitation of contributions to this corporation shall be made, and no gift bequest or devise to this corporation shall be accepted upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of federal income taxes.

H- Notwithstanding any other provisions of these articles, if at any time or times the corporation shall be a " private foundation" as defined in section 509 of the code, than during such time or times the corporation shall distribute its income for each taxable year at such time and such manner as not to subject the corporation to tax under Section 4942(d) of the code.

1. Upon the termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) for all liabilities of the corporation, shall be distributed to and only to one or more organizations described on Section 501(c) (3) of the code, and such organization or organizations shall not be "private foundations" within the meaning of the Internal Revenue Code and shall not be "publicly supported" within the meaning of that code.

2. Any references herein to any provisions of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter existing amended, supplemented, or superseded as the case may be.

Article 3

PERPETUAL EXISTENCE

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida

Article 4

The initial street address in the state of Florida of the initial registered office of the corporation is: 17031 S. Dixie Hwy . Miami, Florida 33157

and the name of the initial registered agent at such address is: Immacula Michel, MD.
17031 S. Dixie Hwy . Miami, Florida 33157

Article 5

The Territory in which the operations of the Corporations are principally to be conducted at: Miami,/State of Florida, as well as the United States of America and its territories and Possessions, but the operations of the Corporation shall not be limited to such territory.

Address of corporation : 17031 S. Dixie Hwy . Miami, Florida 33157

Article 6

The number of initial directors of this Corporation shall be three (3) and the names and address of the initial directors are as follows:

Immacula Michel, MD.	17031 S. Dixie Hwy. Miami, Florida 33157
Jean-Luc Michel, MD.	17031 S. Dixie Hwy. Miami, Florida 33157
Doreen Michel, MD.	17031 S. Dixie Hwy. Miami, Florida 33157
Pamela Green, R.N. PHD.	17031 S. Dixie Hwy. Miami, Florida 33157
Nicholas Allen	17031 S. Dixie Hwy. Miami, Florida 33157
Stephanie M. Michel	17031 S. Dixie Hwy. Miami, Florida 33157
Janet Fuentes	17031 S. Dixie Hwy. Miami, Florida 33157
Francisco Alcantara	17031 S. Dixie Hwy. Miami, Florida 33157
Jean-Michel Felix	17031 S. Dixie Hwy. Miami, Florida 33157

The name(s) and address(es) of the incorporator(s) of this corporation is/are:

Immacula Michel, MD.	17031 S. Dixie Hwy. Miami, Florida 33157
Jean-Luc Michel, MD.	17031 S. Dixie Hwy. Miami, Florida 33157
Doreen Michel, MD.	17031 S. Dixie Hwy. Miami, Florida 33157
Pamela Green, R.N. PHD.	17031 S. Dixie Hwy. Miami, Florida 33157
Nicholas Allen	17031 S. Dixie Hwy. Miami, Florida 33157
Stephanie M. Michel	17031 S. Dixie Hwy. Miami, Florida 33157
Janet Fuentes	17031 S. Dixie Hwy. Miami, Florida 33157
Francisco Alcantara	17031 S. Dixie Hwy. Miami, Florida 33157
Jean-Michel Felix	17031 S. Dixie Hwy. Miami, Florida 33157

Article 8

PURPOSES

A) The specific objectives and purposes of this corporation shall be:

Our main purpose is to provide medical and social services in the area of individual, group and family counseling. We will educate and maintain a strong relationship with the youth of today to become leaders of tomorrow.

To establish a strong network of professionals and volunteers to aid in the teachings of better health to those of the underserved community and who are interested in a better quality of life. We will teach the network this concept of better living called Wellness and Disease Prevention. Our network will show through instruction and team support, that a better quality life

style can be achieved by making the decision to focus on their Physical Mental and Spiritual being thus creating disease prevention.

We will build a strong relationship with the youth of today to become leaders of tomorrow. We will establish and maintain a Center for the instruction in and the promotion of the principles and studies for the intellectual, moral, spiritual and physical development and improvement of mankind, and for the promotion of the harmony, health and happiness of mankind, and to apply such principles and teachings for such purposes, to further carry out these objectives, this corporation shall have power to establish and maintain a sanatorium for the underseved, to furnish food and other aids and necessities recommended by this corporation; to use all lawful and usual methods and means of educating, aiding and treating the community.

Our purpose is to create an environment that nurtures and encourages people to reach their full potential:

For the people and who are vulnerable due to the impact of disease. Who are poor and oppressed and impoverished, we will create an international partnership to promote human transformation through the power of relationship.

Social Services – With an army of well-trained and well-dedicated professionals, the center will provide counseling in these areas: prevention of pregnancy, AIDS awareness, anger management, domestic violence, after school program and dropout prevention.

Education - Educating our educators so they will understand, with compassion, their pupils. Helping each of them to make positive decisions that will effect their lives.

Education Supplies - School products and home office supplies will supply the schools in economically challenged school districts.

Health Care - Providing the necessary health care, as well as nutrition. Through volunteer networks of professionals in the medical field, they will provide assessment of the sick, proscribing treatment and medicine.

Supply Distribution – We will collect donations of new personal items such as clothing, toiletries and blankets etc.

After School Program - The program will offer an after school and Saturday tutoring program. Teaching computers, job interviewing, banking, job skills etc...

Mentorship Programs - This will provide a program that identifies and provides resources to meet the needs of the disadvantage.

Relief Efforts - Program will include a damage assessment for food and energy supplies as well as shelters.

Family Values and Community Involvement: The purpose for which this corporation is formed shall be educational, philanthropic and civic, to the end that the members shall become more efficient in their homes, broader in their sympathies and more forceful in raising the standard of civic morality.

Article 9

BOARD OF DIRECTORS:

The classes, rights, privileges, qualifications and obligations of members of this corporation are as follows:

To be in good standing within the community.

To be willing to serve as a power of example among the youth.

To have the willingness and desire to reach-out and add value to the Youth.

A. The management and Control of this corporation shall be vested in a board of not less than three or more than twenty-one directors chosen by ballot from the active board of directors which shall organize departments and branches, and shall have supervision of all work of the corporation and shall make all contracts and leases.

B. The regulations regarding who shall serve as directors until the first annual meeting of members or until their qualified successors are elected every three years and qualified, are as follows: One-third of the board of directors shall be elected by ballot, cast by the active Board of Directors nominating committee at each annual meeting to serve for a period of Two years. The Board shall have the power to fill any vacancy occurring in the interim of annual meetings.

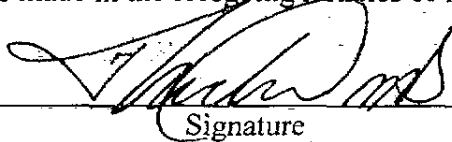
Article 10

Having been named as Registered Agent and to accept services of process for the 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.



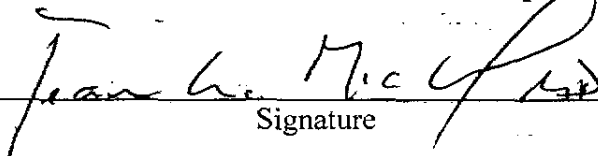
Immacula Michel, MD., Registered Agent

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.



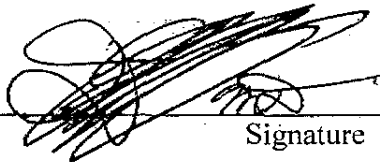
Signature

Immacula Michel, MD., Incorporator



Signature


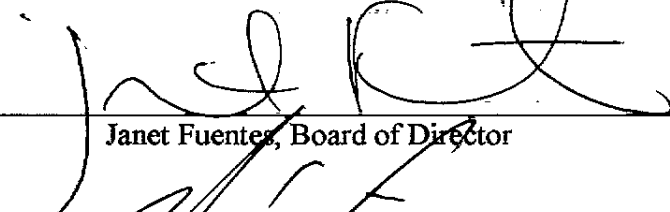

Jean-Luc Michel, MD, Incorporator



Signature

Doreen Michel, MD., Incorporator

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TALLAHASSEE, FLORIDA


Pamela Green R.N., PHD, Board of Director
Nicholas Allen, Board of Director
Stephanie M. Michel, Board of Director
Janet Fuentes, Board of Director
Francisco Alcantara, Board of Director
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