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Donald Henderson GAVE
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CORRECT Art I. H. Anderson, Sr.
DATE 10/5/05
DOC. EXAM Doris Brown



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07/11/05--01059--014 **87.50

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SECRETARY OF STATE
DIVISION OF CORPORATION
05 SEP 29 AM 10:56

W05-33440

TRANSMITTAL LETTER

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

SUBJECT: POWER, 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: Power, Inc.
Name (Printed or typed)

1205 NW 155 LN #303
Address

Miami, FL 33169
City, State & Zip

(305) 300-3211
Daytime Telephone number

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

P.S. My mailing address is

Power, Inc.
P.O. Box 610122
FL 32316



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 23, 2005

DONALD HENDERSON
P.O. BOX 610122
MIAMI, FL 33161

SUBJECT: POSITIVE OUTCOME INCORPORATED
Ref. Number: W05000033440

We have received your document for POSITIVE OUTCOME INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

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.

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) 245-6972.

Doris Brown
Document Specialist
New Filings Section

Letter Number: 405A00046145

**ARTICLES OF INCORPORATION
OF
PROJECT 2ND CHANCE, INC.**

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DIVISION OF CORPORATIONS
05 SEP 29 AM 10:56

ARTICLE I: NAME

The name of the Corporation shall be: PROJECT 2ND CHANCE, INC. hereinafter referred to as the "Corporation."

ARTICLE II: OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is: 1205 NW 155 Lane Suite 303, Miami, Florida 33169.

ARTICLE III: DURATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within meaning of section 501(c)(3) of Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (I) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (II) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

The purpose of this Corporation is to provide state wide services for individuals living with or at risk for HIV/AIDS with education, case management, transportation, outreach, advocacy, collaboration of services related to infectious diseases and other chronic illnesses. In order to increase access to medical care and social support services for individual living with or at risk for HIV/AIDS. Project Chance Inc. will seek to provide the following: To decrease the disparities in health care for minorities especially African Americans, Haitians, and Hispanics to

participate on behalf of and collaborate/assist other community based organization in advocacy on behalf of individuals living with or at risk for HIV/AIDS. The corporation will concentrate its efforts in Rural/Urban areas throughout the State Florida to assist individuals living with or at risk for HIV/AIDS and other chronic illnesses.

The Corporation's goals will be to reach individuals living or at risk for HIV/AIDS and other chronic illnesses targeting minority communities, especially African Americans, Haitians and Hispanics who currently represent the highest impacted groups and to provide these groups with access to care and treatment. Barriers to accessing care and treatment will be identified and addressed in culturally and linguistically appropriate manner to transition these groups to case management. Barriers addresses will include but not limited to homelessness, transportation, substance abuse, risky behaviors and knowledge gap. The Corporation will increase awareness through outreach, prevention case management, safety counts, other support services and programs. The Corporation will identify barriers and plan strategies to meet the needs of the targeted population to improve overall health outcomes.

ARTICLE V: RESTRICTIONS ON ACTIVITIES

The activities of this Corporation shall include an advocacy component and include the carrying on of propaganda or otherwise attempting to influence legislation, on the local, State and federal levels. However, this component shall not become the primary or exclusive purpose of the Corporation. Furthermore, the Corporation shall not participate – or intervene in, any political campaign or candidacy for public office.

ARTICLE VI: MEMBERSHIP

The corporation shall be non-membership.

ARTICLE VII: REGISTERED OFFICE AND AGENT

The Corporation's registered office shall be: 1205 NW 155 Lane Suite 303, Miami, Florida 33169, and Donald Henderson, President, shall be the registered agent of the Corporation at that address.

ARTICLE VIII: BOARD OF DIRECTORS

The Board of Directors shall consist of five (5) persons. The number may be increased or decreased from time to time by an amendment to the corporation By-Laws. However, there shall never be less than three (3) persons on the Board of Directors. All members of the Board of Directors shall be selected as provided for in the Corporation By-Laws.

The Board of Directors consists of:

Donald Henderson
Project 2nd chance, Inc.
1205 NW 155 Lane Suite 303
Miami, Fl. 33169

Sacha Fiol
Empower "U" Inc.
8309 NW 22 Avenue
Miami, Fl. 33147

Angela Elie
Comprehensive AIDS Program
2001 W. Blue Heron Blvd.
West Palm Bch, Fl. 33404

Larry Roberts
Florida Department of Health
2585 Merchants Blvd.
Tallahassee, Fl. 32399

Natalie Hinson
Community Health of South Dade Inc.
10300 SW 216th St.
Miami, Fl. 33190

ARTICLE IX: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary/Treasurer and such other officers as may be provided by the By-Laws.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by majority vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever mature to benefit of any director, officer or member thereof or the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts all liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE XII: INCORPORATOR

The Incorporator of the Corporation is: Donald Henderson, 1205 NW 155 Lane Suite 303, Miami, Florida 33169

IN WITNESS WHEREOF, I, Donald Henderson, the undersigned incorporator and as President of Project 2nd chance, Inc. , have affixed my signature thereto on September 26, 2005

I UNDERSTAND AND ACCEPT THE DESIGNATION
AS REGISTERED AGENT.

Seal



Theresa F. Jones
Commission #DD303213
Expires: Mar 24, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

Donald Henderson

INCORPORATOR/REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 SEP 29 AM 10:56