

NOL000002688

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

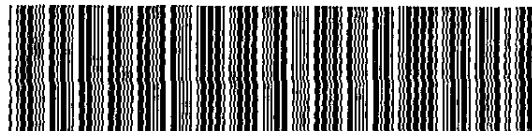
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400067133054

FILED

06 MAR -9 AM 10:38

CLERK OF COURT
TALLAHASSEE, FLORIDA

RECEIVED

06 MAR -9 PM 12:45

DIVISION OF REGISTRATION

J. Shivers MAR 10 2006



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 910249 4312787

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : March 9, 2006

ORDER TIME : 10:59 AM

ORDER NO. : 910249-005

CUSTOMER NO: 4312787

DOMESTIC FILING

NAME: SOUTH MIAMI CHILDREN'S
CLINIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

EXAMINER'S INITIALS: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAR -9 AM 10:38

FILED

ARTICLES OF INCORPORATION
OF
SOUTH MIAMI CHILDREN'S CLINIC, INC.

A Corporation Not-For-Profit

We, the undersigned subscribers, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:

South Miami Children's Clinic, Inc., and its business address shall be 7300 S.W. 62nd Avenue, South Miami, Florida 33143.

ARTICLE II. PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States. To carry out its purposes the Corporation shall provide and promote health care services.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code") or the corresponding provisions of any subsequently enacted provisions of the Code.

FILED
06 MAR -9 AM 10:08
TALLAHASSEE, FLORIDA

ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the Board of Directors of the corporation and their successors in office.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

ARTICLE V. BOARD OF DIRECTORS

a) The business of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than thirteen (13) Directors. The members of the Board of Directors, subsequent to the initial Board of Directors, shall be elected or appointed in accordance with these Articles of Incorporation and the Bylaws of the Corporation.

b) A quorum to conduct a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof. The powers of the Directors, terms of office and manner of selection shall be delineated in the Bylaws of the Corporation.

c) No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any health facility or property related thereto, or any other facility or property constructed, otherwise acquired, or owned or operated by the Corporation, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board of Directors.

d) Minutes of the meetings of the Board of Directors and the committees of the Board of Directors shall be kept. The minutes of the meetings of the Board of Directors and the

committees of the Board of Directors shall be provided to each Director prior to the next regularly scheduled meeting of the Board of Directors.

e) No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board of Directors is acting under the provisions of or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board, of Directors shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director the Corporation shall indemnify and save such Director harmless.

f) If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

g) The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the Director being or having been a Director or an officer of the Corporation, or a director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually

and necessarily incurred by such Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of such Director's duty to the Corporation.

h) The Corporation shall, to the extent permitted under state and federal law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

i) The initial Board of Directors shall consist of the following Directors:

D. Wayne Brackin	6200 S.W. 73 rd Street South Miami, Florida 33143
------------------	---

Susan Carr	Suite 211 1560 South Dixie Highway Coral Gables, Florida 33146
------------	--

Rev. Gregory Gay	6461 S.W. 59 th Place South Miami, Florida 33143
------------------	--

Alan Ricke

6130 Sunset Drive
South Miami, Florida 33143

ARTICLE VI. OFFICERS

a) The Officers of the Board of Directors of the Corporation shall be a Chairperson and a Vice Chairperson, a Secretary and a Treasurer, as determined by the Board of Directors, each of whom shall be a Director.

b) The Officers of the Board of Directors shall be elected in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

c) All such Officers of the Board of Directors shall hold office until the annual meeting of the Corporation, and until reelected or successor Officers are elected.

d) The Board may also appoint a President and such Vice Presidents as it deems appropriate.

e) Any Officer of the Board of Directors, and the President may be removed from office by majority vote of the entire Board of Directors at any regular or special meeting. Any other officer of the Corporation may be removed from office by the President.

f) The initial officers of the Board of Directors shall consist of the following:

D. Wayne Brackin	Chairperson
Susan Carr	Vice Chairperson
Rev. Gregory Gay	Secretary
Alan Ricke	Treasurer

ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the Corporation shall inure to the benefit or be distributed to its Directors, 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 herein set forth.

ARTICLE VIII. POLITICAL ACTIVITY

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 or in opposition to any candidate for public office.

ARTICLE IX. BYLAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to by majority vote of the entire Board of Directors at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors at least five (5) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

ARTICLE XI. DISSOLUTION

The Board of Directors of the Corporation, by majority vote of all of the Directors may dissolve the Corporation.

ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all of its assets and properties then on hand, if any, shall be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XIII - INCORPORATORS

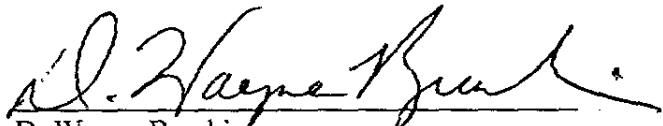
We, the undersigned incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a not-for-profit corporation under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set our hands and seals at Miami, Florida, as of the 28th day of February, 2006.

<u>Name</u>	<u>Address</u>
D. Wayne Brackin	7300 S.W. 62nd Avenue South Miami, Florida 33143
Susan Carr	1560 South Dixie Highway Suite 211 Coral Gables, Florida 33146
Rev. Gregory Gay	6461 S.W. 66 th Street South Miami, Florida 33143
Alan Ricke	6130 Sunset Drive South Miami, Florida 33143

ARTICLE XIV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

Kyle R. Saxon, Esq.
2600 Douglas Road, Suite 1109
Coral Gables, Florida 33134


D. Wayne Brackin


Susan Carr

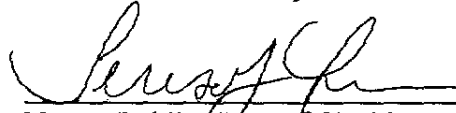

Rev. Gregory Gay

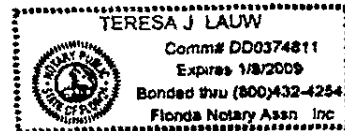

Alan Ricke

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, D. Wayne Brackin, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this
27th day of February, 2006.

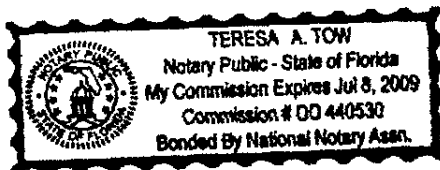

Notary Public, State of Florida
My Commission Expires: 1/8/2009



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Susan Carr, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this
7th day of ~~February~~ March, 2006.

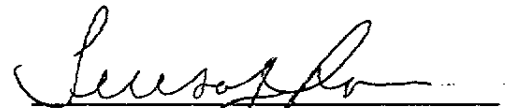


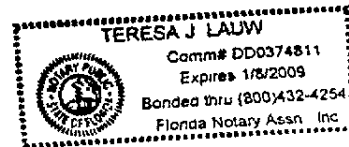

Notary Public, State of Florida
My Commission Expires: 7/8/09

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Rev. Gregory Gay, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

27th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of February, 2006.

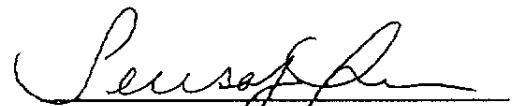

Notary Public, State of Florida
My Commission Expires: 1/8/2009

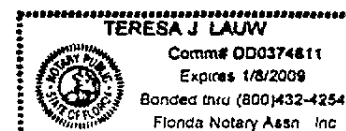


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Alan Ricke, to me well known and known by me to be the person described in and who executed these Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

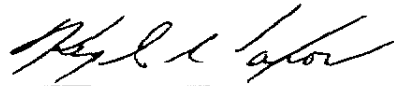
24th WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this day of February, 2006.


Notary Public, State of Florida
My Commission Expires: 1/8/2009



REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIV of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.



Kyle R. Saxon, Esq.
Registered Agent
2600 Douglas Road, Suite 1109
Coral Gables, Florida 33134

FILED
06 MAR -9 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA