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TRANSMITTAL LETTER

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

SUBJECT: Buena Vida Health Services - Odessa, 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: Thompson & Thompson, P.C.
Name (Printed or typed)

39555 Orchard Hill Place, Ste. 205
Address

Novi, MI 48375
City, State & Zip

248.347.1800
Daytime Telephone number

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

Thompson & Thompson

A PROFESSIONAL CORPORATION

39555 Orchard Hill Place, Suite 205
Novi, Michigan 48375

Robert R. Thompson
Gerald R. Thompson
Kerry L. Morgan*
Licensed in MI, DC, VA
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James I. Van Houten*
Licensed in MI
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www.t-tlaw.com

September 29, 2006

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


RE: Buena Vida Health Services - Odessa, Inc.

Dear Sir/Madam:

We enclose the transmittal letter, three (3) original sets of Articles, and a check for the filing fee and certification fees in the amount of \$87.50.

Please send a certified copy of the Articles, a Certificate and all other correspondence to the undersigned. Many Thanks.

Very Truly Yours,



Robert R. Thompson, J.D.

RRT/af
Enclosures

cc w/enc: R. Bishop

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: Buena Vida Health Services-Odessa, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
2129 West New Haven Ave.
West Melbourne, FL 32904

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

This corporation is organized exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986 (as amended), as a §509(a)(3) support organization exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Buena Vida Health Services, Inc., a §509(a)(2) charitable organization, exempt under §501(c)(3) of the Internal Revenue Code of 1986 (as amended).

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which directors are elected or appointed is: This is a membership corporation and the sole voting Member of the corporation is Buena Vida Health Services, Inc., and all members of the board of directors are elected by the sole voting Member.

ARTICLE V INITIAL DIRECTORS/OFFICERS

Daniel Carter	13490 Livingston Rd, Naples, FL 34109
Blaine Barton	13490 Livingston Rd, Naples, FL 34109
Ralph Bishop	2129 West New Haven Ave., West Melbourne FL 32904

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:
Ralph Bishop 2129 West New Haven Ave., West Melbourne FL 32904

ARTICLE VII INCORPORATOR

The name and address of the Incorporator to these Article of Incorporation are:
Ralph Bishop 2129 West New Haven Ave., West Melbourne FL 32904

ARTICLE VIII IMMUNITY

Pursuant to the Florida Nonprofit Act:

An officer or director of a nonprofit organization recognized under §501(c)(3) or §501(c)(4) or §501(c)(6) of the Internal Revenue Code of 1986, as amended, or of an agricultural or a horticultural organization recognized under §501(c)(5), of the Internal Revenue Code of 1986, as amended, is not personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, unless: _

(a) The officer or director breached or failed to perform his or her duties as an officer or director; and

(b) The officer's or directors breach of, or failure to perform his or her duties constitutes:

1. A violation of the criminal law, unless the officer or director had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his or her breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he or she had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful;

2. A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or
3. Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

ARTICLE IX VARIOUS

- A. The property of this corporation is irrevocably dedicated to tax exempt purposes under said §501(c)(3) as described herein and no part of the net income or net assets of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons. However, the corporation is authorized to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- C. This corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law.

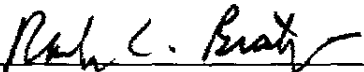
ARTICLE X SOLE MEMBER


The sole Member of this corporation shall be Buena Vida Health Services, Inc., a Florida nonprofit corporation. The Member shall have the right to approve the Articles of Incorporation, the Bylaws of the Corporation and all amendments thereto; to approve any dissolution, consolidation, or merger of the corporation, and such other rights and powers as are specified by law and in these Articles of Incorporation or in the Bylaws of the Corporation.

ARTICLE XI DISSOLUTION

Upon the dissolution or winding up of the corporation, or in the event it shall cease to engage in carrying out the purposes set forth in these Articles, all of the business, properties, assets and income of the corporation remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation related to the purposes of this corporation, as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, as amended. In no event shall any of the business, properties, assets or income of this corporation, in the event of dissolution thereof, be distributed to the directors, members or officers, either for the reimbursement of any sums subscribed, donated or contributed by the same, or for any other purpose.

Having been named as registered agent and 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.



Ralph Bishop
Signature/Registered Agent


Ralph Bishop
Signature/Incorporator

Date 9/28/06

Date 9/28/06