

To: Florida Dept. of State  
Subject: 000650-718

From: Ashley Smith

Tuesday, July 24, 2007 4:45 PM Page: 1 of 8

# No7000007304

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

CITRUS HOLDINGS, INC.

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Tuesday, July 24, 2007 4:45 PM Page: 2 of 8

850-205-0381

7/24/2007 12:25

PAGE 001/001

Florida Dept of State



July 24, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: CITRUS HOLDINGS, INC.  
REF: W07000035468

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The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Name conflict with L04000086745, CITRUS HOLDINGS, LLC

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H07000187016 3

**ARTICLES OF INCORPORATION  
OF  
CITRUS HEALTH HOLDINGS, INC.**

The undersigned incorporator for the purposes of forming a corporation under Chapter 617 of the Florida Statutes hereby states as follows:

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of this corporation shall be CITRUS HEALTH HOLDINGS, INC. (the "Corporation"), the principal office and the mailing address of the Corporation is 4175 W. 20<sup>th</sup> Avenue, Hialeah, Florida 33012, but the Corporation may maintain offices and transact business, in such other places within or without the State of Florida, as may from time to time be determined by the Board of Directors.

**ARTICLE II  
EXISTENCE**

The effective date upon which the Corporation shall come into existence shall be the date of the filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE III  
PURPOSES AND POWERS**

**Section 1. Purposes.**

(a) The general purpose of the Corporation is to receive, administer and distribute funds and property for religious, scientific, educational and charitable (including but not limited to municipal/governmental) purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code (herein referred to as the "Code").

(b) To carry out its general purposes, the Corporation shall assist, with funds and property, any religious, scientific, educational, municipal/governmental (but only if exclusively for public purposes) and/or charitable institution or group that the Corporation, by a determination of the majority of the Board of Directors, may designate. The Board of Directors shall determine the amount of funds and/or property to be donated to each such religious, scientific, educational, municipal/governmental and/or charitable institution or group, and any

H07000187016 3

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H07000187016 3

and all conditions to be attached to each donation, if any. The Corporation may also engage in such charitable programs of its own, consistent with its general purpose as set forth in paragraph (a) of this Section 1, as the majority of the Board of Directors may determine. The Board of Directors shall determine the amount of funds and/or property to be allocated to each such program, and all conditions to be attached to each allocation, if any.

**Section 2. Powers.**

(a) The Corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end, the Corporation shall have the following powers:

(i) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal; to borrow money, contract debts and issue bonds, notes and debentures; and to secure the payment or performance of its obligations by pledging its assets;

(ii) To receive property by gift, devise or bequest, subject to the laws regulating the transfer of property by gift, will or other instrument, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation, other body politic or with any colony, dependency or agency of any of the foregoing; and

(iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated above or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to the Corporation by these Articles, the Bylaws of the Corporation or the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

(i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or other private individual, 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 set forth herein. No member, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation;

(ii) No part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation;

H07000187016 3

**H07000187016 3**

(iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(iv) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Sections 170(c), 2055(a) or 2522(a) of the Code.

(c) The Corporation shall have all of the corporate powers enumerated in Section 617.0302 of the Florida Statutes, as the same may be amended from time to time.

**ARTICLE IV**  
**MEMBERS**

The Corporation will not have members.

**ARTICLE V**  
**REGISTERED AGENT AND OFFICE**

The name of the Corporation's registered agent in the State of Florida is B & C Corporate Services, Inc., One Biscayne Tower, 21<sup>st</sup> Floor, 2 South Biscayne Boulevard, Miami, Florida 33131.

**ARTICLE VI**  
**DIRECTORS**

The affairs and property of the Corporation shall be managed and governed by a Board of Directors. The Board of Directors shall be composed of three (3) directors initially, and the number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never have fewer than three. The method of electing directors is as stated in the Corporation's Bylaws. The initial Board of Directors shall consist of the following directors:

Mario Jardon  
Patricia Croysdale  
Gina Cortes Suarez

**ARTICLE VII**  
**SUBSCRIBERS TO CERTIFICATE OF INCORPORATION**

The name and address of the Incorporator of the Corporation is: Mario Jardon, 4175 W. 20<sup>th</sup> Avenue, Hialeah, Florida 33012.

**H07000187016 3**

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**ARTICLE VIII**  
**DISSOLUTION**

Upon the dissolution of the Corporation or upon the Corporation winding up its affairs, the assets of the Corporation shall be distributed exclusively to such charitable (including but not limited to municipal/governmental entities for exclusively public purposes as described under Section 170(c)(1) of the Code), religious, scientific, testing for public safety, literary or educational organizations, consistent with the Corporation's purposes as set forth herein, which then qualify under the provisions of Section 501(c)(3) of the Code (or would qualify for a deduction as a charitable contribution under Section 170(c)(1) of the Code in the case of municipal/governmental entities), as not less than 2/3 of the Board of Directors shall determine.

**ARTICLE IX**  
**OFFICERS**

(a) The officers of the Corporation shall be the President, one or more Vice Presidents, Secretary and Treasurer, who shall have such powers and duties as are set forth in the Bylaws. All officers of the Corporation shall be elected annually by the Board of Directors, at the regular annual meeting of the Board of Directors. At such regular meeting, the Board of Directors shall elect any additional officers as it shall deem desirable. The Chairman of the Board and the President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The office of Secretary and Treasurer may be held by a professional management company or companies, including but not limited to a bank or trust company, and may be held by the same person or company.

(b) Subject to the direction of the Board of Directors, the affairs of the Corporation shall be administered by the officers of the Corporation, who shall serve at the pleasure of the Corporation. One person may hold more than one office.

**ARTICLE X**  
**BYLAWS**

The Bylaws of the Corporation shall initially be adopted by the Board of Directors, which Bylaws may be altered, amended or rescinded in accordance with the Bylaws at any duly called meeting of the Board of Directors of the Corporation by the affirmative vote of not less than 2/3 of the Directors.

**ARTICLE XI**  
**AMENDMENTS TO ARTICLES**

Any alteration, amendment or rescission of these Articles of Incorporation shall be made only by the affirmative vote of not less than 2/3 of the members of the Board of Directors.

**ARTICLE XII**  
**INDEMNIFICATION**

(a) To the extent permissible under applicable law, but subject to the provisions herein, every director and every officer of the Corporation shall be indemnified by the

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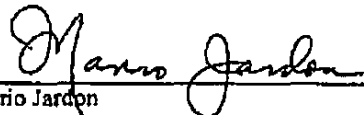
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Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement thereof, to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the aforesaid right of indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation.

(b) The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled under applicable law.

(c) The Board of Directors may purchase liability insurance to insure all directors or officers, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Corporation.

INCORPORATOR:

  
\_\_\_\_\_  
Mario Jardon

H07000187016 3

H07000187016 3

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT  
OF  
CITRUS HEALTH HOLDINGS, INC.**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 617.0503 of the Florida Not-For-Profit Corporation Act.

**B & C CORPORATE SERVICES, INC.,**  
a Florida corporation

By:   
Gisela Fasco, Vice President

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