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TALLAHASSEE, FLORIDA

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11207-38627

## COVER LETTER

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

SUBJECT:

ARCOIRIS FOUNDATION, 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:

Carmen I. Ferreira M.D.  
Name (Printed or typed)

903 S. Sterling Ave  
Address

Tampa, FL 33629  
City, State & Zip

813-875-3161  
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 8, 2007

CARMEN I FERREIRA M.D.  
903 S STERLING AVE  
TAMPA, FL 33629

SUBJECT: ARCO IRIS FOUNDATION, INC  
Ref. Number: W07000038627

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

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected 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) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

Letter Number: 407A00048675

**ARTICLES OF INCORPORATION**  
In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

Arco Iris Foundation, INC

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

903 S. Sterling Ave, Tampa, FL 33629

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

to raise funds for needed children,  
with special needs.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

Voluntary - Appointed by founder

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

- 1) Carmen I. Ferreira, M.D. - President - 903 S. Sterling Ave. Tampa, FL 33629
- 2) Jose A. Ferreira M.D. - 508 S. Habana Ave Suite 340 Tampa FL 33609
- 3) - Felicia A. Ferreira - Secretary. Treasurer

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Carmen I. Ferreira, M.D.  
903 S. Sterling Ave, Tampa FL 33629

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Carmen I. Ferreira M.D.  
903 S. Sterling Ave, Tampa FL 33629

\*\*\*\*\*  
Having been named as registered agent 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.

  
\_\_\_\_\_  
Signature/Registered Agent

  
\_\_\_\_\_  
Signature/Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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8/3/07  
Date

8/3/07  
Date

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TALLAHASSEE, FLORIDA

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Florida Department of State  
Division of Corporations  
Public Access System

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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : ALVEREZ, ALMAZAN, & RODRIGUEZ  
Account Number : I20070000029  
Phone : (305)444-5885  
Fax Number : (305)444-8986

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Trident Health Care Consultants- Consulting Group, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

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8/8/07

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**ARTICLES OF INCORPORATION**  
**OF**

**Trident Health Care Consultants- Consulting Group, Inc.**

The undersigned, constituting the sole Director and Officer of **Trident Health Care Consultants- Consulting Group**, a Florida professional association (the "Association"), and being a real estate sales associate professional duly licensed to render services as such under the laws of the State of Florida, hereby confirms the Association's formation as a Professional Association for profit pursuant to the provisions of the Professional Service Corporation Act and other laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Association is: **Trident Health Care Consultants- Consulting Group, Inc.**

**PRINCIPAL ADDRESS**

The principal address of the Association is 6731 SW 33 ST  
Miami, FL 33155.

**MAILING ADDRESS**

The mailing address of the Association is 6731 SW 33 ST  
Miami, FL 33155.

**ARTICLE II**

**REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Association is:  
A&R Registered Agents, LLC, 2151 Le Jeune Road, Mezzanine, Coral Gables,  
Florida 33134.

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FLORIDA

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### ARTICLE III

#### DURATION

The duration of the Association is perpetual.

### ARTICLE IV

#### PURPOSES

The general purposes for which the Association is organized are:

- (1) To transact in any and all lawful business.
- (2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

### ARTICLE V

#### POWERS OF THE ASSOCIATION

The Association shall have the same powers, construed as broadly as possible, of an individual to do all things necessary and convenient to carry out its purposes, business and affairs, subject to any limitations imposed by applicable law or these Articles of Incorporation.

### ARTICLE VI

#### AUTHORIZED SHARES

The aggregate number of shares which the Association is authorized to issue and have outstanding at any time is **ONE HUNDRED (100)** shares of common stock. Such shares shall be of a single class, and shall have a par value of **One Dollar (\$1.00)** per share. The foregoing may be amended at any time as provided in the Bylaws of the Association and by applicable law.

All holders of shares of common stock shall be identified with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which shareholders have the right to vote. All holders of shares of common stock, upon the dissolution of the Association, shall be entitled to receive the net assets of the Association. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of

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any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Association may authorize the issuance at any time and from time to time of additional shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Association.

The Board of Director(s) of the Association may, by amending or restating these Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, if any, as to term or conditions of redemption of the stock.

Notwithstanding anything in these Articles of Incorporation to the contrary, any and all rights of the owners of the shares of stock of this Association may be subject to a Shareholders' Agreement governing the rights and powers of the shareholders of the Association and the transferability of the shares of stock of the Association. A copy of the Shareholders' Agreement, if any, shall be kept on file by the Secretary of the Association.

## ARTICLE VII

### REGISTERED OWNER(S)

The Association, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Association as the owner thereto, for all purposes, and except as may be agreed to in writing by the Association, the Association shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Association shall have notice thereof.

## ARTICLE VIII

### BYLAWS

The Board of Director(s) of the Association shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Association, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## ARTICLE IX



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**DIRECTORS AND OFFICERS**

The Directors of the Association shall be elected, appointed and removed from office by a majority of the Shareholders or as otherwise specified in the By-Laws of the Corporation. The number of Directors constituting the Board of Directors of the Association shall be determined in accordance with the By-Laws, but shall not be less than one (1). The name and address of the person who is to serve as the initial member of the Board of Directors are:

Michael Villanueva	6731 SW 33 ST Miami, FL 33155
--------------------	----------------------------------

The Officers of the Association shall be elected, appointed and removed from office by a majority of the Directors or as otherwise specified in the By-Laws of the Association. The following person shall serve as the initial Officers of the Association and shall hold the position/office designated beside his or her name until his or her resignation or until a successor is duly elected and appointed:

<u>Name</u>	<u>Address</u>	<u>Positions</u>
Michael Villanueva	6731 SW 33 ST Miami, FL 33155	President

**ARTICLE X****EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE XI****AMENDMENT**

The Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation. In the event of a conflict between the terms and conditions of these Articles of Incorporation and the Bylaws of the Association, the terms and conditions of these Articles of Incorporation shall control.

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**ARTICLE XII**

**INCORPORATOR**

The name and address of the incorporator of the Association is:

A&R Registered Agents, LLC  
2151 Le Jeune Road  
Mezzanine  
Coral Gables, Florida 33134

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TALLAHASSEE, FLORIDA

**ARTICLE XII**

**INDEMNIFICATION**

The Association shall indemnify each director, officer, incorporator and shareholder of the Association against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a director, officer, incorporator or shareholder of the Association to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 27 day of July, 2007.

A&R REGISTERED AGENTS, LLC

By:

  
Benjamin R. Alvarez, Manager

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above Association at the place designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the same and agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the registered office of the Association open.

A&R REGISTERED AGENTS, LLC

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By:



Benjamin R. Alvarez, Manager

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