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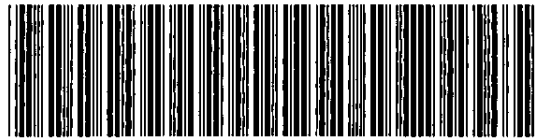
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS 11/14

Alfredo G. Duran

ATTORNEY AT LAW

2340 SOUTH DIXIE HIGHWAY

Miami, Florida 33133

(305) 859-2696

FAX (305) 858-3100

November 7, 2007

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: ASSIST HEALTH CORP.

Dear Sir:

Enclosed please find original and copy of the articles of incorporation of **ASSIST HEALTH CORP.** together with check in the amount of \$78.75.

Please be good enough to file the original and return a certified copy to the undersigned at your earliest convenience.

Very truly yours,


Alfredo G. Duran

AGD:nt

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ASSIST HEALTH CORP.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation Not for Profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities for a corporation not for profit.

ARTICLE I

The name of the corporation shall be:

ASSIST HEALTH CORP

ARTICLE II

This corporation is to exist perpetually commencing on the date these Articles of Incorporation are filed with the Secretary of State.

ARTICLE III

The initial post office address of the principal office of the Corporation in the State of Florida is 21200 NE 38th Ave., Unit #403, Aventura, Florida 33180. The Board of directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE IV

The purpose of this corporation shall be:

To help financially and through the delivery of medicine, surgical instruments and any and all materials related to the operation of hospitals for the care of the underprivileged and poor citizens of the Republic of Colombia and other Latin American countries. To build a bridge of human contact with humanitarian care givers and other professionals in the medical field who are helping in the health care of *disadvantaged and poor people in the above referred to countries.*

ARTICLE V

The corporation shall have the powers granted corporations under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such power as well qualify it as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent internal revenue law.

The purpose for which the corporation is to be formed is for social welfare purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Code internal revenue law. To foster better health care and access of the underprivileged and poor populations in Colombia and other Latin American countries. The corporation may accept donations and sponsorship from individuals, foundations and commercial enterprises to help finance all of the above.

Notwithstanding anything herein appearing to the contrary, this corporation shall not carry on any activities not permitted to be carried on under the corporate not-for profit laws of the State of Florida and by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States internal revenue law.

Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Miami-Dade County court having jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

The initial registered office of this corporation is 2111 SW 99th Way, Aventura, Florida 33180. The name of the registered agent at such address is CARMEN ELENA SOWARDS.

ARTICLE VII

The corporation shall have 5 directors who shall be elected serve for a period of one (1) year.

ARTICLE VIII

The name and address of the incorporator of this corporation is:

Carmen Elena Sowards
2111 SW 99th Way
Aventura, FL 33180

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by a member of the Board of Directors, at a Board of Directors' meeting, by majority of those directors entitled to vote thereon.

ARTICLE X

Members of the Board of Directors shall be elected by the members of the Corporation through a majority vote at the annual meeting of the corporation.

ARTICLE XI

Initially this corporation shall have the following initial officers whose names and positions are as follows:

Carmen Elena Sowards
2111 SW 99th Way
Aventura, FL 33180

President

Oscar Cambronero
4 SW 18 Rd.
Miami, FL 33129

Vice-President

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Francisco Espinal
2020 NE 185 Terr.
No. Miami Beach, FL 33179

Secretary

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

William Thomas Sowards
2111 SW 99th Way
Miramar, FL 33025

Vice Secretary

Carlos Basto
555 NE 15th St.
Suite 7715
Miami, FL 33132

Treasurer

ARTICLE XII

Members of this corporation are those persons proposed by a Director at a meeting of the Board of Directors and selected through a majority vote of those Directors present.

ARTICLE XIII

The By-Laws of this corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XIV

No part of the income of the Corporation shall be distributed to its members, except as compensation for services rendered.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 7th day of November, 2007.


CARMEN ELENA SOWARDS

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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 607.0501 of the Florida Statutes.


CARMEN ELENA SOWARDS