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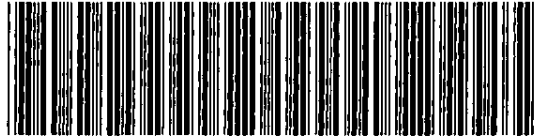
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2008 FEB 27 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CS.2-28

COVER LETTER

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

SUBJECT: ACELIA TROPICAL SENIOR CARE, 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: NELSON HERNANDEZ
Name (Printed or typed)

6889 NW 179th Street/Apt.
Address
105

HALEAH, FL. 33015
City, State & Zip

786-286-5777
Daytime Telephone number

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

**ARTICLES OF INCORPORATION OF
Acelia Tropical Senior Care, Inc.**
(A Florida Corporation Not for Profit)

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2008 FEB 27 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of **Acelia Tropical Senior Care, Inc.** under the Florida Not for Profit Corporation Act, adopts the following articles of incorporation:

ARTICLE I. NAME

The name of the Corporation is **Acelia Tropical Senior Care, Inc.**, a Not for Profit Florida Corporation whose business address is 21 NW 133rd Place, Miami, Fl. 33182.

ARTICLE II. TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III. INCORPORATOR

The name and street address of the incorporator are as follows.

**NELSON HERNANDEZ
6889 NW 179TH Street
Apt. 105
Hialeah, Florida 33015**

ARTICLE IV. PURPOSES

The purposes for which the **Acelia Tropical Senior Care, Inc.** is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or corresponding provision of any future United States Law and the Florida Not for Profit Corporation Act or any future provision thereof. Within the scope of the foregoing, the corporation is specifically organized to engage in the following activities within and for Miami-Dade County, Florida and any and all the states of the United States as it laws may allow.

ARTICLE V. ACTIVITIES NOT PERMITTED

Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any Future United States Revenue law. Nor shall it engage in any activity not permitted under the Florida Not for Profit Corporation Act or the corresponding provision of any Future Florida Not for Profit Corporation Act.

ARTICLE VI. DEDICATION AND DISTRIBUTION OF ASSETS

The Corporation is hereby organized on a non stock basis. No dividend shall be paid, and no part of the income of the Corporation shall be distributed, to any member, Trustee or Officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and benefits may be conferred upon its members in conformity with its purposes) and no Member, Trustee or Officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation.

Upon the dissolution of the corporation, assets shall be distributed for one of more exempt purposes with in the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or any corresponding section of any future federal tax code, or shall be distributed to the Federal, State or Local Government for a Public Purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the County of Miami Dade exclusively for such purposes.

ARTICLE VII. INITIAL BOARD OF TRUSTEES

The powers of this corporation shall be exercised, its properties controlled, and its affairs managed by a Board of Trustees. The number of Trustees of the Corporation may be increased or diminished from time to time in accordance with the By Laws but shall never be less than three (3) nor more than five (5).

The names and address of the initial Board of Trustees are as follows:

Nelson Hernandez: 6889 NW 179th Street / Apt. 105 / Hialeah, FL 33015

Edith Ortega: P.O. Box 654759, Miami, Florida 33265

Acelia Otano: 6889 NW 179th Street / Apt. 105 / Hialeah, FL 33015

As the Initial Trustees of the Corporation:

NELSON HERNANDEZ for three (3) years.

EDITH ORTEGA for two (2) years.

ACELIA OTANO for one (1) year.

Thereafter Trustees shall be elected at annual meeting of the members of the Corporation by an affirmative vote of the members in attendance at such meeting, provided that a quorum is present at such meeting. Upon selection, each Trustee shall serve for a term of three years and may be elected for successive three year terms.

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Trustee, Officer, Employee or Agent of the Corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees), judgments, fines and amounts paid in defense and settlement, reasonably incurred by or imposed upon him by in connection with any threatened, pending or completed action, suit or proceeding of whatever nature, to which he is or shall be made a party by reason of his or her being a Trustee, Officer, Employee or Agent of the Corporation, to the maximum extent permitted by law. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter is entitled as a matter of law.

ARTICLE IX MEMBERSHIP

The authorized number of members of the corporation, the qualifications for membership, the different classes of membership (if any), the rights and privileges of members, and their liability for dues and assessments (if any), and the method of collection thereof, shall be set forth in and regulated by the By Laws of the Corporation. The membership in this Corporation shall consist of all persons who satisfy the criteria for membership in this corporation as set forth in the By Laws of the Corporation.

ARTICLE X. BYLAWS

The Board of Trustees of this Corporation may provide such By Laws for the conduct of the business of the Corporation and the carrying out of its purposes as such Trustees may deem necessary from time to time. Upon notice properly given, the Bylaws may be amended, altered or rescinded by majority vote of the Trustees at any regular or special meeting called for that purpose, subject to any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate actions that must be approved by members of the Corporation.

ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be proposed by any Trustee of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the members entitled to vote thereon present at any two consecutive regular or special meeting called for that purpose at which a quorum is present.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 14th day of February, 2008.


NELSON HERNANDEZ

ARTICLE XII

INITIAL REGISTERED AGENT AND APPOINTMENT

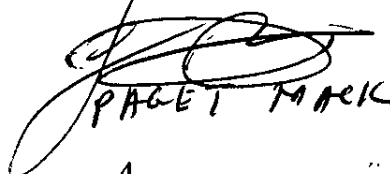
The name and address of the initial registered agent and office of this corporation are as follows: **EDITH ORTEGA**, 6889 NW 179th Street / Suite 105 / Hialeah, FL 33015.

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.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledge on this 14th day of February, 2008 for the purpose of forming this not-for-profit corporation under the laws of the State of Florida.


EDITH ORTEGA

*Shown to before me
This 22nd day of February.*


PAGET MACK



2008 FEB 27 PM 4:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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