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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Phoenix Healthcare Foundation Inc.

**DOCUMENT NUMBER:** N08000003873

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Darvin Williams

(Name of Contact Person)

Phoenix Healthcare Foundation Inc.

(Firm/ Company)

10800 Biscayne Blvd Ste 201

(Address)

Miami Florida 33161

(City/ State and Zip Code)

dwilliams@phoenixhealthcarefoundation.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Darvin Williams

(Name of Contact Person)

at ( 305 ) 892-2125 ex 207

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☒ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 MAY 29 PM 12:33

Phoenix Healthcare Foundation Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N08000003873

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

**A. If amending name, enter the new name of the corporation:**

*The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.*

**B. Enter new principal office address, if applicable:**  
**(Principal office address MUST BE A STREET ADDRESS )**

**C. Enter new mailing address, if applicable:**  
**(Mailing address MAY BE A POST OFFICE BOX )**

**D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

\_\_\_\_\_, Florida  
(City) (Zip Code)

**New Registered Agent's Signature, if changing Registered Agent:**

*I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.*

\_\_\_\_\_  
*Signature of New Registered Agent, if changing*

(Attach additional sheets, if necessary)

(attach additional sheets, if necessary). (Be specific)

See attached

**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

**Title Name**

- |  |  |
|--|--|
| 1. Remove: Dir Herminia Taveras M.P.H. | 1259 NW 31 Street<br>Miami Fl 33161                        |
| 2. Remove: Dir Theresea Stone MD       | 1400 East West Highway Apt 1010<br>Silver Springs MD 20910 |
| 3. Remove: Dir Lysa Charles MD         | 10409 Sweetbriar Parkway<br>Silver Springs MD 20903        |

## **ARTICLES OF INCORPORATION**

### **PHOENIX HEALTHCARE FOUNDATION, INC.**

#### **ARTICLE III. PURPOSE(S) ( PLEASE REPLACE )**

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose of the Corporation is to provide financial resources for medical treatment to the uninsured, underinsured and underserved population in the United States, to fund scholarships to outstanding students committed to improve the delivery of healthcare in the United States and to organize US healthcare practitioners to train primary healthcare professionals.

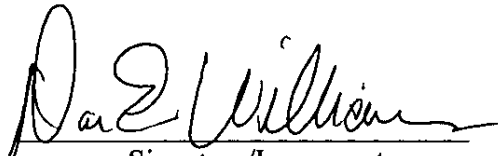
#### **ARTICLE VIII. CHARITABLE ORGANIZATIONS PROVISIONS ) ( PLEASE ADD)**

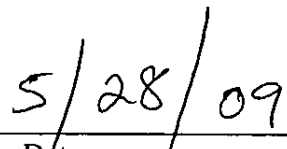
Notwithstanding any powers granted to the Corporation by its Articles, By Laws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

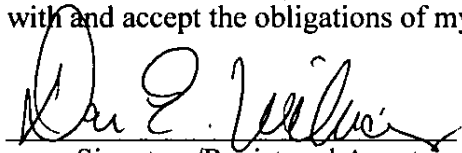
b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

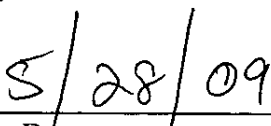
c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or a state or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

  
Signature/Incorporator

  
Date

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Signature/Registered Agent

  
Date

The date of each amendment(s) adoption: 5/27/09

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 5/29/09

Signature Darvin Williams  
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Darvin Williams  
(Typed or printed name of person signing)

President  
(Title of person signing)