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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRS
11/25

COVER LETTER

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

SUBJECT: Pro-Health World 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: Wayne A. Gould
Name (Printed or typed)

4532 SW 126th Avenue
Address

Miramar, FL 33027
City, State & Zip

954-588-1138
Daytime Telephone number

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

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08 NOV 24 AM 11:55

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES of INCORPORATION
In compliance with Chapters 617, F.S. (Not for Profit)

The undersigned incorporator(s), natural person(s) competent to contract, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation with all rights, duties and obligations of the undersigned incorporators, and those of the Corporation, to be determined in accordance with the laws of the state of Florida.

ARTICLE I

Name

The name of the corporation shall be:
Pro-Health World Care, Inc

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be:
9700 Stirling Road, Suite 105B, Cooper City, Florida 33326

Article III

Purpose of the Corporation

The corporation shall be a not for profit, charitable organization created for the purpose of helping people in need without regard to religion, color, race, sex, physical limitations, sexual preferences or any other characteristic by which human beings are identified, categorize or characterize.

The general purpose for which the Corporation is created is to engage in any legal, non profit, charitable and/or educational activity which shall qualify the Corporation as an exempt organization under the Internal Revenue Code Section 501(c)(3); or the corresponding provisions of any future federal tax code.

More specifically, the Corporation is created:

To engage in the creation, staffing, financing and administration of home health agencies and therapeutic centers to provide medical examination and treatment, first aid care and recovery programs.

To provide Social and Financial Assistance to those in need of help in securing medical assistance, medical treatment or funds to pay for said assistance or treatment.

To engage in the creation, staffing, financing and administration of personal and general hygiene programs where children and adults alike shall be taught how to care for their personal and their family hygiene as well as sanitation development and contamination prevention.

To engage in the creation, staffing, financing and administration of family planning, parental education and children rearing and care programs.

To engage in the solicitation of money to use and distribute, directly or in the form of services and/or products, to those programs and persons described herein as the recipients of the benefits created and distributed by this Corporation.

ARTICLE IV

Manner of Election or Appointment

All initial officers and directors shall be appointed by, or elected, by an affirmative vote, in person or by proxies, of a majority of all the incorporators.

All subsequent officers and directors shall be elected by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors.

The incorporators shall retain VETO powers by which they can prohibit any action and/or decision of the Board of Directors by an affirmative vote, in person or by proxies, of a majority of all the incorporators and also, by an affirmative vote of the majority of all the incorporators, shall be able to vote remove or elect any and all officers and directors even against a majority or unanimous vote of the then elected, or appointed, officers and directors.

ARTICLE V

Directors and Officers

The initial Officers and Directors shall be appointed by the incorporators after the corporation have been granted tax exemption status under the Internal Revenue Code Section 501 (c)(3) as a non profit organization and is ready to commence legal activities.

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number and title of the members of the Board of Directors may change from time to time as determined by an affirmative vote, in person or by proxies, of a majority of what constitute a full Board of Directors at the time of the action; but shall never be less than three or more than fifteen.

The term that Officers and Directors are elected, or appointed, to serve shall be determined and regulated by the bylaws, as amended from time to time, but shall never be less than one year nor more than seven.

Any Officer or Director may be demoted, removed or elected at any time by an affirmative vote, in person or by proxies, of a majority of ALL the directors of what constitute a full Board of Directors at the time of the action. In the event of a tie then the faction with which the President of the Board is voting shall prevail. If the President of the Board is the Officer being demoted, removed or elected then the faction with the larger number of incorporators shall prevail. If there are no incorporators on the Board at the time the action is being taken, then an additional vote of all the incorporators shall be taken, at the same or at a different place and time, and an affirmative vote, in person or by proxies, of a majority of ALL the incorporators shall be binding.

ARTICLE VI

Initial Registered Agent and Street Address

The name and Florida Street address of the initial registered agent is:

Wayne A. Gould
4532 SW 126th Avenue
Miramar, FL 33027

ARTICLE VII

Incorporator(s)

The name(s) and street address (es) of the incorporator(s) to these Articles of Incorporation is (are):

Steve A. Harty
10808 Garden Ridge Court
Davie, FL 33328

Cecelia Harty
10808 Garden Ridge Court
Davie, FL 33328

ARTICLE VIII

Scope of the Corporation

This Corporation is created as a non profit organization and anything in these Articles to the contrary notwithstanding the purpose or purposes for which the Corporation is organized are limited to those that will qualify it as an exempt organization under which this Corporation is organized are limited to those that will qualify it as an exempt organization under the Internal Revenue Code Section 501(c)(3), including for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. Furthermore, this Corporation shall not participate or intervene in (including the publishing or distributions of statements) any political campaign on behalf, or against, any candidate for public office.

The corporation is not organized for pecuniary profit. The Corporation shall not have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual. The balance, if any, of all monies received by this Corporation from its operations, after payment in full of all debts and obligations of the Corporation, of whatever kind of nature, shall be issued and distributed exclusively for educational purposes.

In the event of dissolution of the Corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property and assets of the Corporation shall go and be distributed to such non-profit educational corporation(s), as may be selected by the Board of Directors of the Corporation so that the business, properties and assets of the Corporation shall then be used for, and devoted to educational purposes. In no way shall any of the assets or property of the Corporation, or the proceeds of any of the assets or property of the Corporation, in the event of dissolution, go to or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members, or for any other such purpose, it being the intent, in the event of the dissolution of this Corporation, or upon its ceasing to carry out the objects and purposes herein set forth, that the property shall be devoted exclusively to organizational purposes.

The Corporation shall not do any of the following:

Engage in self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Make any investment in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall be International in scope and nothing shall prevent the corporation from carrying the duties herein described in the US, its territories and possessions and in any other country of the World where local and US law permits the legal, nonprofit activities of a US nonprofit corporation.

ARTICLE IX

Membership and Voting Rights

If created and allowed in the Bylaws, the Corporation may have a membership distinct from the Officers and Directors. The authorized number and qualification of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting such dues and assessments shall be regulated by the Bylaws.

ARTICLE X

Bylaws

At anytime after being duly elected, or appointed, the Officers and Directors of the Corporation shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation by an affirmative vote in person or by proxies, of a majority of ALL the Directors of what constitutes a full Board of Directors at the time of such action, but such an affirmative vote in person or by proxies, of a majority of ALL the Directors shall be necessary to take any action for the making, alteration, amendment, or repeal of the Bylaws of the Corporation.

If created, the Bylaws shall define, control and regulate the powers, duties, rights, actions, activities and behavior of the Officers, Directors, staff, employees, agents and associates of the Corporation.

ARTICLE XI

Effective Date and Term of Existence

These Articles of Incorporation shall be effective immediately upon approval by the Secretary of State, of the State of Florida, and the Corporation shall exist perpetually or until such time the Corporation is voluntarily dissolved by an affirmative vote of a majority of ALL the incorporators or in the absence of the incorporators, by an affirmative vote of what constitute a full Board of Directors at the time of the action, or involuntarily dissolved or terminated by law.

ARTICLE XII

Fiscal Year

The Board of Directors shall elect a legal fiscal year which could be any Fiscal Year, including a natural year (January 01 to December 31), as defined by the Internal Revenue Code, as amended from time to time, and shall have the authority to change such fiscal year as the Board deems advisable according to then applicable law.

ARTICLE XIII

Amendment

The incorporators, or in the absence of one or more incorporator, the remaining incorporators, or in the absence of all incorporators, the Board of Directors, reserve 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 by the provisions of any applicable statute of the State of Florida, or of the United States of America, and all rights conferred upon the incorporators and the Board of Directors in these Articles of Incorporation, or any amendment hereto, are granted subject to this reservation.

ARTICLE XIV

Indemnification

The Corporation shall indemnify any officer, director, employee, agent, former officer, former director, former employee or former agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the officer, director, employee, agent, former officer, former director, former employee or former agent was a party because the person is, or was, an officer, director, employee, or agent of the Corporation against reasonable attorney's fees and expenses incurred by the officer, director, employee, agent, former officer, former director, former employee or former agent in connection with the proceeding.

The Corporation may indemnify any individual made a party to a proceeding; because said individual is, or was, an officer, director, employee or agent of the Corporation; against liability if authorized, in the specific case after determination in the manner required by the Board of Directors, that the indemnification of the officer, director, employee, agent, former employee, agent, former officer, former director, former employee or former agent is permissible in the circumstances because the officer, director, employee, agent, former officer, former director, former employee or former agent met the standard of conduct set forth by the Board of Directors.

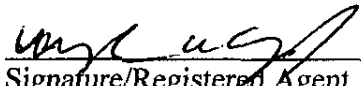
The indemnification and advances of attorney's fees and expenses for an officer, director, employee, agent, former officer, former director, former employee or former agent shall apply when such persons are, or were, serving at the Corporation's request as an officer, director, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise, whether for profit or not, as well as in their official capacity with the corporation. The Corporation may also pay or reimburse the reasonable attorney's fees and expenses incurred by an officer, director, employee, agent, former officer, former director, former employee or former agent who is a party to a proceeding in advance of final disposition of the proceeding.

The Corporation may also purchase and maintain insurance on behalf of any individual arising from the individual's status as an officer, director, employee, agent, former officer, former director, former employee or former agent of the Corporation whether or not the Corporation would have the power to indemnify said individual against the same liability under the law.

All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney's fees and expenses to any person who is or was an officer, director, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such person by contract or any other manner.

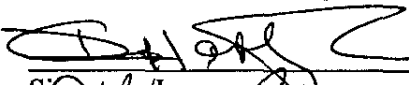
If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney's fees and expenses shall be held invalid as contrary to law or public, it shall be severable and the remaining provisions shall not be otherwise affected. All references in these Articles of Incorporation to "officer", "director", "employee", "agent", "former officer", "former director", "former employee", or "former agent" shall include the heirs, estates, executors, administrators, descendants and personal representatives of any such persons.

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.

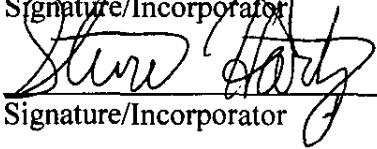

Signature/Registered Agent

Date

11/19/08


Signature/Incorporator

Date


Signature/Incorporator

Date

11/20/07

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08 NOV 24 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA