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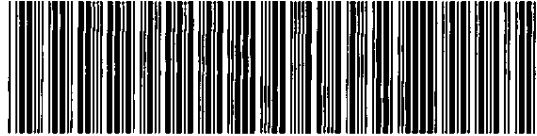
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch FEB 4 2009

***BOROWSKI & DUNCAN, P.A.***

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T.A. BOROWSKI, JR.  
ted@borowski-duncan.com

25 WEST CEDAR STREET  
SUITE 304  
POST OFFICE BOX 12651  
PENSACOLA, FLORIDA 32591-2651  
TELEPHONE (850) 429-2027  
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J. SCOTT DUNCAN  
scott@borowski-duncan.com

February 2, 2009

**Via Overnight Mail**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

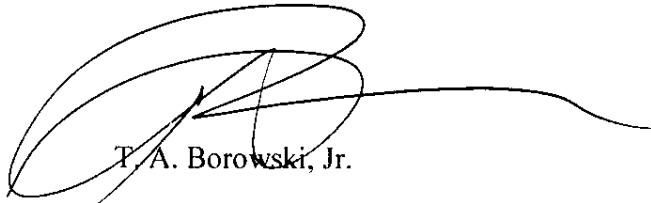
Re: Health and Hope Clinic, Inc.

To Whom It May Concern:

Enclosed please find an original and one copy of the Articles of Incorporation for Health and Hope Clinic, Inc., a Not for Profit Corporation. Please file the Articles of Incorporation as soon as possible. Our firm's check in the amount of \$78.75 is enclosed. Once the Articles of Incorporation have been filed, please return the certified copy in the enclosed self-addressed envelope.

Thank you for your assistance with this matter. Should you have any questions, do not hesitate to call.

Sincerely,



T. A. Borowski, Jr.

TAB/tls  
Enclosures  
cc: Health and Hope Clinic

**ARTICLES OF INCORPORATION  
OF  
HEALTH AND HOPE CLINIC, INC.  
A FLORIDA "NOT FOR PROFIT" CORPORATION**

FILED

2009 JAN -3 PM 4: 20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE ONE**

**NAME AND LOCATION**

The name of the corporation shall be Health and Hope Clinic, Inc. and its initial location shall be 9999 Chemstrand Road, City of Pensacola, County of Escambia, State of Florida.

**ARTICLE TWO**

**PURPOSE**

Said corporation is to organize and to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable and religious purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding section of any future federal tax code, and is organized to provide healthcare to those in need.

## **ARTICLE THREE**

### **PROHIBITED ACTS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE TWO. No substantial part of the activities of the corporation shall be 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 any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLES FOUR**

### **TERM**

This corporation shall have perpetual existence.

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## **ARTICLE FIVE**

### **MEMBERSHIP**

The sole class of members of this Corporation shall be its Directors. The members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments. The conditions and regulations of membership and the rights and other privileges of the membership shall be determined and fixed by the By-Laws.

## **ARTICLE SIX**

### **INITIAL DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is nine (9), and the names and addresses of the persons who are to serve as initial directors are as follows:

Bob Greene -PBBA - [bob@pbbassociation.com](mailto:bob@pbbassociation.com)  
9999 Chemstrand Road, Pensacola, FL 32514

Robin R. Price-[robinsnest519@yahoo.com](mailto:robinsnest519@yahoo.com)  
1323 Soaring Blvd, Cantonment, FL 32533

Tom Jenkins- [jenkins\\_fam2002@yahoo.com](mailto:jenkins_fam2002@yahoo.com)  
2445 Tronjo Circle, Pensacola, FL 32503

Lonnie Wesley- [pastor@glrockbc.org](mailto:pastor@glrockbc.org)  
901 North A St., Pensacola, FL 32501

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Dale Patterson – [dpatterson@eastbrent.com](mailto:dpatterson@eastbrent.com)  
4801 N Davis Hwy 32503

Jerry Maygarden – [jerrymaygarden@cox.net](mailto:jerrymaygarden@cox.net)  
516 East Zarragossa St, Pensacola, FL 32502

Earl Hammons - [pastor@pinesummitbaptist.org](mailto:pastor@pinesummitbaptist.org)  
2920 Bellview Ave., Pensacola, FL 32526

Don Minton - [dminton@fbcp.org](mailto:dminton@fbcp.org)  
500 N Palafox St, Pensacola FL32501

Don McLaughlin- [drmclaughlin@bellsouth.net](mailto:drmclaughlin@bellsouth.net)  
8502 Eight Mile Creek Road, Pensacola, FL 32526

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws. The number of directors may be increased or diminished, from time to time, in accordance with the corporate Bylaws.

## **ARTICLE SEVEN**

### **GENERAL OFFICERS**

The general officers of the corporation shall be the chair, vice chair, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

## **ARTICLE EIGHT**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, convey all of the assets of the corporation to the Pensacola Bay Baptist Association, so long as such

organization is organized and operated exclusively for charitable, educational, religious, or scientific purposes and at that time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

## **ARTICLE NINE**

### **AMENDMENT OF ARTICLES**

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an affirmative vote of a majority of all board members, provided at least sixty (60) days notice has been given to all members of the Board of Directors of the character of the proposed amendment, or amendments to vote upon.

## **ARTICLE TEN**

### **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification

shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

## **ARTICLE ELEVEN**

### **INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

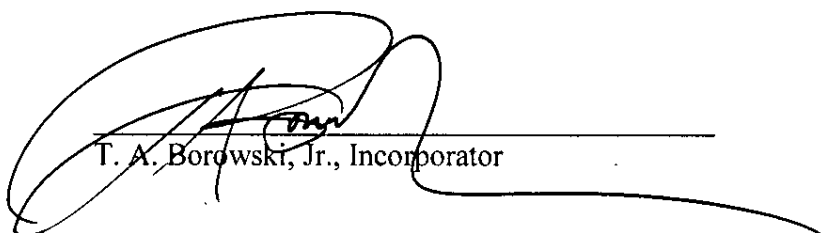
T. A. Borowski, Jr., 25 W. Cedar Street, Suite 304, Pensacola, Florida 32502

## **ARTICLE TWELVE**

### **INITIAL REGISTERED OFFICE AND AGENT**

The registered office of the Corporation is 25 W. Cedar Street, Suite 525, Pensacola, Florida 32502. The name and address of this Corporation's registered agent is T. A. Borowski, Jr.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 2<sup>d</sup> day of February, 2009.

  
\_\_\_\_\_  
T. A. Borowski, Jr., Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

Before me the undersigned authority in and for the said State and County personally appeared T. A. Borowski, Jr. and freely and voluntarily subscribed the foregoing articles of incorporation for the uses and purposes therein mentioned and set forth.



IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and  
County aforesaid this 2nd day of February, 2009.

  
\_\_\_\_\_  
Notary Public, State of Florida

Personally Known

OR

Produced Identification  
Type of Identification Produced \_\_\_\_\_



**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, T. A. Borowski, Jr., hereby accept the appointment as registered agent for Health and Hope Clinic, Inc., as set forth in its articles of incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this  
2<sup>d</sup> day of February, 2009.

  
T. A. Borowski, Jr.