

3-5-09

## COVER LETTER

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

**SUBJECT:** Mt. Sinai Center For Health And Wellness 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:** Virginia P. Hayes  
Name (Printed or typed)

5200 West South Street  
Address

Orlando, Florida 32811  
City, State & Zip

407 292-1378  
Daytime Telephone number

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

## ARTICLES OF INCORPORATION

### ARTICLE I CORPORATE NAME

The name of the corporation shall be: **Mt. Sinai Center For Health And Wellness Inc.**

### ARTICLE II PRINCIPAL ADDRESS

The principal street address and mailing address is:  
**5200 West South Street  
Orlando, Florida 32811**

### ARTICLE III PURPOSES

As authorized by Chapter 237, Florida Statutes, and pursuant to Chapter 617, Florida Statutes, this non-stock basis corporation, in accordance with The Volunteer Health Care Provider Program Section 766.115, Florida Statue, is organized as a not-for-profit corporation exclusively for charitable, medical, educational and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, including but not limited to, the following:

- A. To provide for rendering primary medical treatment to persons regardless of their ability to pay for such services.
- B. To serve as a medical screening, educational and referral resource for the community and other service organizations.
- C. To serve as a demonstration project by providing information and data to other charitable activities for the promotion of public welfare not inconsistent with law or with the activities of an organization exempted under Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code.
- D. To maintain the confidentiality of persons seeking services.

### ARTICLE IV MANNER OF ELECTION

The affairs of the corporation shall be managed by a Board of Directors. The number of directors shall not be less than three (5) persons, but shall otherwise be as fixed in the Bylaws of the corporation, as amended from time to time. All successor directors shall be elected by the directors then serving. All vacancies from unexpired terms shall be filled by an interim election. The directors shall be asked to serve for progressively longer terms. The first term shall be one year, second term for two years and third term for three years. After the third term (six consecutive years), the director must be off the board for at least one year before being offered to again serve on the board. If the director chooses to again serve on the board, he/she shall serve for terms in the original progressive order. Each director may consecutively hold the same position (i.e. secretary, chairman) for the full time of any/all terms, provided they are reelected by the board members at the beginning of each term. The directors selected will be subject to geographic limitations (i.e. their residency must be within the service area of the free clinic.)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V.  
**INITIAL DIRECTORS AND/OR OFFICERS**

The number of directors constituting the initial Board of Directors is \_\_\_\_\_ and the names and addresses of the persons who are to serve as the initial directors are:

**Larry G. Mills**  
**6632 Crenshaw Drive**  
**Orlando, Florida 32835**  
**CEO**

**Michael Akpeke, MD**  
**11709 Delwick Drive**  
**Windermere, Florida 34786**  
**Director**

**Chianta S. Lindsey**  
**7301 Cedar Creek Court**  
**Winter Park, Florida 32792**  
**Director**

**Amy L. Kingham**  
**9827 Poplar Place**  
**Orlando, Florida 32827**  
**Director**

**Lawrence Davis**  
**10250 Falcon Parc Blvd.**  
**Building 8, Apt 106**  
**Orlando, Florida 32832**  
**Director**

ARTICLE VI  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the corporation is 5200 West South Street, Orlando, Florida 32811, and the initial register agent at such address is: **Virginia P. Hayes.**

ARTICLE VII  
**CHARITABLE RESTRICTIONS AND LIMITATIONS**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of the purposes set forth in Article III hereof.

B. 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 any candidate for public office.

C. Notwithstanding any of the other provisions of these Articles, the corporation shall not carry on any activity not permitted to be carried on:

1. A not for profit corporation under Chapter 617, Florida Statutes, or any other Corresponding provision of any future Florida Statute; or
2. Any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or corresponding section of any future federal tax code; or,
3. A corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding section of any future federal tax code.

ARTICLE VIII  
**DISSOLUTION**

Upon the dissolution of this organization, 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.

ARTICLE IX  
**INCORPORATOR**

The name and address of the incorporator and subscriber to these Articles is:

**Larry G. Mills**  
**6632 Crenshaw Drive**  
**Orlando, Florida 32835**

ARTICLE X  
**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be invested in the Board of Directors in the manner provided by the bylaws.

ARTICLE XI  
**AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto.

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*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.*

*Virginia P. Jones*

Signature of Registered Agent

*3/01/2009*

Date

*Lucy D. Mills*

Signature of Incorporator

*3/01/2009*

Date