

No 900000 7602

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

WEST DIXIE HEALTH CLINIC, INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**WEST DIXIE HEALTH CLINIC, INC.**

The undersigned, as the incorporator of **WEST DIXIE HEALTH CLINIC, INC.** a Florida not for profit corporation (the Corporation), hereby adopts and files these Articles of Incorporation in accordance with chapter 617 Florida Statutes.

**ARTICLE I**

**NAME and PRINCIPAL ADDRESS**

The name of this corporation shall be **WEST DIXIE HEALTH CLINIC, INC.**  
The principal address of this corporation shall be: 703 B South Dixie Hwy W, Pompano Beach, Florida 33060.

**ARTICLE II**

**ENABLING LAW**

This corporation is organized pursuant to chapter 617 Florida Statutes, as a not for profit corporation.

**ARTICLE III**

**PURPOSE**

The purposes for which this corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of section 501 ( c ) (3) of the Internal revenue Code of 1986, as amended and the regulations promulgated thereunder, being principally to plan and promote programs, and to develop, construct, operate, and maintain facilities, in the State of Florida, for the purpose of providing Health Care Services. Toward that end, the Corporation shall be empowered to:

Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;

To contract for the operation or management of any part of facility owned or under its control;

To contract for the operation of concessions on or in the facility or, at the Board of Directors' discretion, operate such concessions as they deem desirable;

To advertise and promote within or without the State as to the facility and activities of the Corporation;

To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation, and without limitation, except such limitations, if any as may be contained in the instrument under which such property is received, the Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;

To receive income from various sources, including fees, entrance charges, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure, or be paid to any Board member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professionals assistance, from the receipts of the Corporation;

To have and exercise any and all powers conferred upon non profit corporation, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;

To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies;

Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section 170 ( c ) ( 2 ) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;

Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 ( c ) ( 3 ) of the Internal Revenue Code;

Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the corporation's assets upon dissolution of the Corporation.

#### ARTICLE IV

## TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

## ARTICLE V

### INCORPORATOR

The name and address of the incorporator of this Corporation is Marie I. Laventure, 703 B South Dixie Hwy W, Pompano Beach, Florida 33060.

## ARTICLE VI

### QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

## ARTICLE VII

### MANAGEMENT OF CORPORATION AFFAIRS:

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted, by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be fewer than three members on the Board of Directors. The names and addresses of persons constituting the initial Board of Directors who are to act in that capacity until the selection of their successors are: Marie I. Laventure, RN, Dr. Dale E. Fahie, Felice Cellini, P.A.: All at 703 B South Dixie Hwy W., Pompano Beach, Florida 33060.

The above individuals shall serve as the initial Board of Directors for a period of 90 days subsequent to the date of incorporation, unless sooner terminated. During that time, a list of permanent members of the Board of directors shall be prepared, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the initial Board for approval. This list shall identify proposed terms, consistent with the provision for staggering in the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the initial Board of directors of the Corporation, the names so submitted shall become the first permanent official board of Directors of the Corporation, serving terms of one, two and three years as identified.

Employment of Staff:

The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of corporation affairs, consistent with policies and directions set by the Board, and with qualifications and provisions outlined in the By-Laws.

#### ARTICLE VIII

##### NET EARNINGS AND DISTRIBUTION

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organizations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 ( c ) ( 3 ) of the Internal revenue code, or (b) by an organization, contributions to which are deductible under section 170 ( c ) ( 2 ) of the internal Revenue code, or corresponding of any future federal tax code.

Should the organization no longer exist or qualify as an exempt organization under section 501 ( c ) ( 3 ) of the code, 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 public purpose.

#### ARTICLE IX

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is: 703 B South Dixie Hwy W, Pompano Beach, Florida 33060 and the name of the initial registered agent of this Corporation at that address is Marie L. Laventure.

#### ARTICLE X

##### BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all Members of this Corporation.

#### ARTICLE XI

## AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by any Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

### ARTICLE XII

#### NONDISCRIMINATION

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

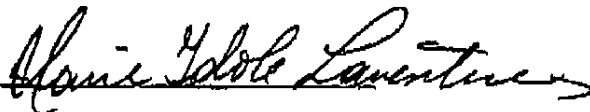
### ARTICLE XIII

#### INDEMNIFICATION

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statute.

IN WITNESS WHEREOF, the undersigned Incorporator have executed these amended articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 30<sup>th</sup> day of July, 2009.

IN WITNESS WHEREOF, the undersigned Incorporator of the corporation has executed these Articles of incorporation this 30<sup>th</sup> day of July, 2009.

By: 

Marie I. LAVENTURE, Treasurer

[Print Name and Office]

Incorporator

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**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

Having been named as registered agent for **WEST DIXIE HEALTH CLINIC, INC.**, A Florida not for profit corporation (the "Corporation"), in the foregoing articles of incorporation, I, as registered agent and on behalf of the corporation, hereby state that I am familiar with and agree to accept the duties and responsibilities as registered for said Corporation and to comply with any and all Florida Statutes relative to the proper performance of the duties of the registered agent.

Dated: 08/03/2009.

**REGISTERED AGENT:**

By: Marie L. Laventure

Marie L. LAVENTURE, Treasurer

[Print Name and Office]

**Incorporator**