

No 90000210600

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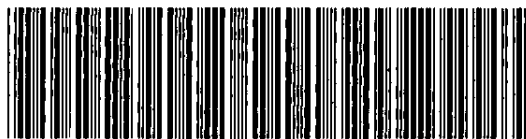
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11-2-09

COVER LETTER

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

SUBJECT: 7th AVENUE MEDICAL FOUNDATION, 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: HOWARD C. BRASS
Name (Printed or typed)

10071 NW 7TH AVENUE
Address

MIAMI, FLORIDA 33150
City, State & Zip

(305) 758-1890
Daytime Telephone number

Brasssinger@aol.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
FOR
7TH AVENUE MEDICAL FOUNDATION, INC.**

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this corporation shall be: 7th Avenue Medical Foundation, Inc. The corporation's registered office is located at: 10071 NW 7th Avenue, Miami, FL 33150 in Miami-Dade County. The Corporation is organized pursuant to the FLORIDA Non-profit Corporation Code..

**ARTICLE II
PURPOSE**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future Federal tax code.

To this end, the 7th Avenue Medical Foundation, Inc. will conduct such services to benefit the community with the following: Counseling, Medical Treatment to Low-Income Families, Transportation and Advocacy.

**ARTICLE III
LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

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4. The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV DIRECTORS/MEMBERS

The Directors are elected in accordance with the By-laws. The name and address of the persons appointed to act as the initial Directors of this Corporation are:

<u>Names</u>	<u>Addresses</u>
President Howard C. Brass	10071 NW 7 th Avenue Miami, FL 33150
Treasurer Todd Singer	10071 NW 7 th Avenue Miami, FL 33150
Secretary Ira S. Wellisch	10071 NW 7 th Avenue Miami, FL 33150

ARTICLE V DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI DISSOLUTION

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of 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 to a state or local government, for a 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.

**ARTICLE VII
INCORPORATOR**

Executed on October 23, 2009. The incorporator of 7th Avenue Medical Foundation, Inc. shall be:

 10/26/09
signature date

Howard C. Brass
10071 NW 7th Avenue
Miami, FL 33150

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

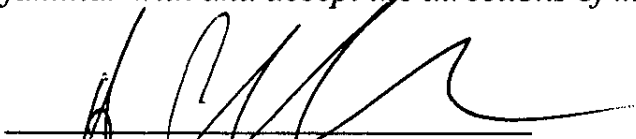
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is: 7th AVENUE MEDICAL FOUNDATION, INC.

The name and address of the registered agent and office is:

Howard C. Brass
10071 NW 7th Avenue
Miami, FL 33150

The above person has been named as registered agent and to accept service of process for the stated purpose of preparation 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, completely, to the proper and complete performance of my duties, and I am familiar with and accept the directions of my position as registered agent.


(SIGNATURE)

10-26-09
(DATE)