

N 11000001932

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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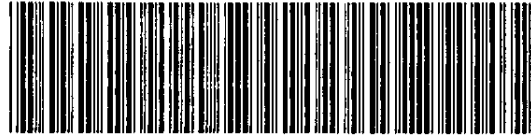
(Business Entity Name)

(Document Number)

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2/25/11

**COVER LETTER**

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

**SUBJECT:** Amigos de Hogar Clinica San Juan de Dios, 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: Alberto Amoros  
Name (Printed or typed)

7300 N Kendall Dr., Suite 521  
Address

Miami, FL 33156-7840  
City, State & Zip

305-670-3716  
Daytime Telephone number

jarac@bellsouth.net  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES**  
**OF**  
**INCORPORATION**

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**AMIGOS DE HOGAR CLINICA SAN JUAN DE DIOS, INC.**

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The undersigned incorporator, a natural person 18 years of age or older, in order to form a Not-for-Profit corporate entity in compliance with the Florida Statutes, Chapter 617, adopts the following articles of incorporation, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

**ARTICLE I**

The name of the corporation shall be: AMIGOS DE HOGAR CLINICA SAN JUAN DE DIOS, INC.

**ARTICLE II**

The place in this state where the principal office of the corporation is located shall be: 1492 South Miami Avenue, Miami, Florida 33130-4322.

**ARTICLE III**

This corporation shall exist perpetually unless otherwise sooner terminated or

liquidated and all assets disposed of in accordance with Article XVI, herein below.

#### ARTICLE IV

The purpose for which this corporation is organized besides any and all things allowed to be done by a non profit corporation under the statutes of the state of florida, are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

#### ARTICLE V

The qualification of members and the manner of their admission shall be prescribed from time to time by-laws and further approved by the board of directors of the corporation.

Initially any person of good moral character and over the age of eighteen (18) years shall be qualified to be a member of this corporation, admission of members will be decided by the board of directors in accordance with the requirements set forth in the bylaws of the corporation.

#### ARTICLE VI

The name and address of the subscriber of these articles of incorporation, is as follows: Ms. Elizabeth Giuffra, 1492 South Miami Avenue, Miami, Florida 33130-4322.

#### ARTICLE VII

This corporation shall have a board of directors of no less than (3) three, and no more

than (15) fifteen, the manner and the method in which the directors are to be elected or appointed shall be prescribed in the bylaws from time to time. However, we hereby certify that such appointments shall fully comply with section 1.501 (c) (3)-1 (d) (iii) of the Internal Revenue Code and/or any applicable sections or modifications thereof.

#### ARTICLE VIII

The name and addresses of the members of the first Board of Directors which shall serve until a new election are:

Alicia Cervera	1236 Anastasia Avenue Coral Gables, Florida 33134
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Lucrecia Loumiet	1033 Anastasia Avenue Coral Gables, Florida 33134
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Leonor Florian	13670 SW 78 <sup>th</sup> Street Miami, Florida 33183
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Vacancies in the initial board of directors occurring before the first election shall be filled by the directors remaining in office even so they might not constitute quorum of the board of directors.

#### ARTICLE IX

Termination of any Board Member.

Any board member may be terminated by expulsion for reasonable cause by the remaining majority of the acting board of directors, or by written resignation submitted thirty days prior, to act to the acting board of directors meeting.

The affairs of this corporation shall be managed by officers elected by the board of directors at its annual meeting.

## ARTICLE X

The officers who shall serve until new officers are elected in accordance with the bylaws, are as follows:

Alicia Cervera

President

1236 Anastasia Avenue

Coral Gables, Florida 33134

Lucrecia Loumiet

Vice President & Treasurer

1033 Anastasia Avenue

Coral Gables, Florida 33134

Leonor Florian

Vice President & Secretary

13670 SW 78<sup>th</sup> Street

Miami, Florida 33183

## ARTICLE XI

This corporation shall issue no stock, no part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members directors, officers or other private persons except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in this article no substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting, to influence legislation, this corporation shall no participate or intervene in any political campaign on behalf of any candidate for public office including the publishing or distributions of statements.

Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or by a

corporation to which contributions are deductible under section 170 (b) (1) (a) (vi) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States internal revenue law and/or federal tax code as amended.

#### ARTICLE XII

The bylaws of the corporation shall be adopted by the board of directors.

#### ARTICLE XIII

Amendment to these articles or to the bylaws of the corporation may be proposed by the board of directors. Amendments shall be adopted at a meeting of the board of directors by the affirmative vote of the majority of directors present or voting by proxy at any meeting at which a quorum is present provided however, that each voting members has be given notice, at least ten days prior to said meeting.

#### ARTICLE XIV

The initial Registered Office of this corporation is: 1492 South Miami Avenue, Miami, Florida 33130-4322.

And the initial Registered Agent with the Registered Office at the above address is: Ms. Elizabeth Giuffra, 1492 South Miami Avenue, Miami, Florida 33130-4322.

#### ARTICLE XV

No contract or other transactions between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors officers of this corporation are pecuniarily or otherwise interested in, or any firm of which any director is a member a party to, or may be

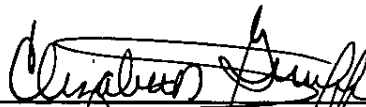
pecuniarily or otherwise interested in any contract or transaction with said corporation, shall be disclosed on the minutes of this corporation; and the member of any such other corporation who is so interested may not be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation, which shall authorize any such contract or transaction and provided, such other director may not vote there to authorize any such contract or transaction, provided however, that such transaction is permitted to be carried on within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code as amended.

#### ARTICLE XVI

Upon the dissolution of the corporation, all assets shall be distributed for one or more exempt purpose 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. any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organizations, as the court determine, which are organized and operated exclusively for such purposes.

In the event of dissolution, the residual assets of the organization will be turned over to one more organizations which themselves are exempt as organizations described in section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

**IN WITNESS WHEREOF** I have made, subscribed, and acknowledged these articles of incorporation this 22<sup>nd</sup> day of February, 2011.



Elizabeth Giuffra

Incorporator

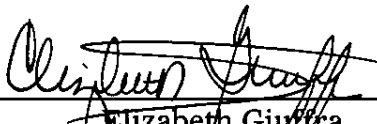


**AMIGOS DE HOGAR CLINICA SAN JUAN DE DIOS, INC.**

In compliance with the Florida Not For Profit Corporation Act, the following is submitted:

First, That, AMIGOS DE HOGAR CLINICA SAN JUAN DE DIOS, INC., desiring to organize under the Florida Not For Profit Corporation Act, has named Ms. Elizabeth Giuffra, 1492 South Miami Avenue, Miami, Florida 33130-4322, as its statutory Registered Agent.

Second, That having been named the Statutory Registered Agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping the registered office open, and I accept the obligations of section 617.0503 F. S.

  
\_\_\_\_\_  
Elizabeth Giuffra  
Registered Agent

Date: February 22, 2011

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