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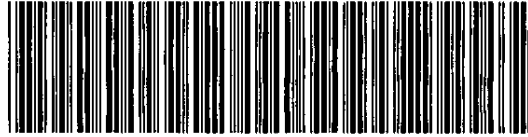
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JUL - 6 2015

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The Alliance for Business Professionals Inc  
Delia Rosa Kennedy, Founder and Chairman  
Consultant for Community Health and Wellness Center of Miami Inc

June 18, 2015

Amendment Division  
Division of Corporations Division of Corporations  
6327 Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: CURRENT NAME OF CORPORATION: RESOURCE COMMUNITY HEALTH CENTER  
DOCUMENT NUMBER: N13000000925 FEI # 46-1906764

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Community Health and Wellness Center of Miami Inc  
C/O Delia Rosa Kennedy  
759 NW 22<sup>nd</sup> Avenue Suite 202  
Miami, Florida 33125

Enclosed is a check for the following amount: \$35.00 for the Filing Fee. For further information concerning this matter, please call Delia R Kennedy at 786-556-1397

Sincerely,



Delia R Kennedy

Consultant for Community Health and Wellness Center of Miami Inc

**ARTICLES OF AMENDMENT  
TO THE  
ORIGINAL ARTICLES OF INCORPORATION**

A Florida not for Profit Corporation

DOCUMENT NUMBER: N13000000925 FEI # 46-1906764

**RESOURCE COMMUNITY HEALTH CENTER INC.**

FILED  
15 JUN 23 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following amendments to its Original Articles of Incorporation filed 1/28/2013

**ARTICLE I – AMENDMENT TO NAME**

The name of the Corporation is: COMMUNITY HEALTH AND WELLNESS CENTER OF MIAMI INC., and it is effective as at June 19, 2015

**ARTICLE II – PRINCIPAL PLACE OF BUSINESS**

The principal place of business and mailing address is 759 NW 22<sup>nd</sup> Avenue Suite 202 Miami, FL 33125. The mailing address is the same.

**ARTICLE III – PURPOSE**

The purpose of the Community Health and Wellness Center of Miami Inc (CHCW) is to provide primary care delivered with the patient and the community first in mind. Primary care is traditionally the point of ‘first contact’ for the patient when a medical illness, issue or concern arises. Primary care not only treats the patient when they are ill, but works with the patient when they are healthy to establish strong health maintenance skills by practicing disease prevention and health education. Primary care involves the provision of integrated, accessible health care services by clinicians who are accountable for addressing a large majority of personal health care needs, developing a sustained partnership with patients, and practicing in the context of the family and community.

CHCW's primary care will be provided by clinicians specifically trained for and skilled in comprehensive first contact and continuing care for persons with any undiagnosed sign, symptom, or health concern (the "undifferentiated" patient) not limited by problem origin (biological, behavioral, or social), organ system, gender, or diagnosis. Primary care includes health promotion, disease prevention, health maintenance, counseling, patient education, diagnosis and treatment of acute and chronic illnesses in a variety of health care settings such as office, inpatient, critical care, long-term care, home care, and day care, etc

CHCW primary care will be performed and managed by a personal physician, physician's assistant or nurse practitioner utilizing other health professionals, consultation and/or referral as appropriate. CHWC will deliver primary care provides patient advocacy in the health care system to accomplish cost-effective care by coordination of health care services. Primary care promotes effective provider-patient communication and encourages the role of the patient as a partner in their own health care decisions.

CHCW's primary care practice serves as the patient's first point of entry into the health care system and as the continuing focal point for all needed health care services. CHCW's care practices provide health promotion, disease prevention, health maintenance, counseling, patient education, diagnosis and treatment of acute and chronic illnesses in a variety of health care settings such as office, inpatient, critical care, long-term care, home care, and day care.

CHCW's primary care practices are organized to meet the needs of patients with undifferentiated problems, with the vast majority of patient concerns and need being cared for in the primary care practice itself. CHCW is located within a low income, underserved and underprivileged community well nestled a unique are in the City of Miami leading to and from the City of Miami Municipal Compound, Downtown, Civic Center and to and from the arteries of the State Road 836 and the Palmetto Expressway thereby facilitating access to health care while maintaining a wide variety of specialty and institutional consultative and referral relationships for specific care needs.

The structure of our primary care practice will include a team of physicians, physician's assistants and nurse practitioners. The overarching goal and intent is to become a Federally Qualified Health Center (FHQC) funded by the federal, state and local agencies. We will apply and receive the Medicare and Medical ACHA accreditation creating cooperative agreements, memorandum of understandings and collaboration and partnership agreements to serve a needy and most vulnerable population

### ACTIVITES III

1 We will collaborate and partner with various other medical organizations and institutions of higher education and establish internship programs for those studying careers the medical, human and social service fields. We will partner and collaborate with the community and other professionals in their field of expertise local, state and federal agencies and other non-profit organizations that will add to the quality of life and improve the healthcare care for these patients and their family. This will include strengthening families and exposure to healthy lifestyles. We will create and participate in all health care events and create a volunteer and community outreach team to go and inform those living in the most vulnerable populations of the available services CHCW has to offer.

2 We will conduct all Health Care Activities for children and youth in a medical center environment providing primary medical health care needs for a disadvantaged and underserved medical community needs which requires medical care services that are continuous and comprehensive integrated systems to include therapeutic, social-emotional, physical and other activities fostering improvement in all domains.

3 We will create develop and implement primary medical health services that bring educational awareness and opportunities that are whole-patient and family focus to include , recreational and socialization programs, nutritional and wellness programs, which are crucial to children youth and families health and vital to their happiness and resiliency.

4 We will conduct all activities of a Community Health and Wellness medical facility, including but not limited to, construction of other medical and health related organizations, schools, serving places of worship, additional medical facilities, family housing, an participated other facilities located in poor and disadvantaged areas; to supply food, medical supplies, equipment, and other necessities to the poor and needy and as disaster relief in the event of natural disasters.

5 To exercise all such power and authority as may be necessary to carry out the purposes above-specified, the purpose of this Corporation being in essence truly religious, educational and charitable. This Corporation is organized exclusively for religious, educational, and charitable purposes as specified under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

6 This Corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

7 Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be conferred on not-for-profit corporations under the laws of the State of Florida.

#### **ARTICLE IV – EXECUTIVE AND GENERAL BOARD MEMBERS**

The Executive Board will be the founding members shall be the initial Executive Board of Directors who will have venue but no vote. New members and the manner of their admission shall be as prescribed in the Bylaws. The founding members are as follows.

Chairman and Founder Masiel Moreira 759 NW 22 Ave # 202 Miami FL 33125  
Co-Chairman and Co-Founder Ubaldo Gonzalez 759 NW 22<sup>nd</sup> Ave # 202 Miami, FL 33125

The General Board of Director Members is as follows:

President	Guerra, Esther	759 NW 22 <sup>nd</sup> Ave Suite 202 Miami FL 33125
Vice President	Crespo, Rafael D	759 NW 22 <sup>nd</sup> Ave Suite 202 Miami FL 33125
Secretary	Borges, Marisol	759 NW 22 <sup>nd</sup> Ave Suite 202 Miami FL 33125
Treasurer	Cueto, Mario D	759 NW 22 <sup>nd</sup> Ave Suite 202 Miami FL 33125
Member	Hernandez, Anaima	759 NW 22 <sup>nd</sup> Ave Suite 202 Miami FL 33125
Clerk of the Corporation	Kennedy, Delia	759 NW 22 <sup>nd</sup> Avenue Suite 202 Miami FL33125

## ARTICLE V

The new registered agent name and address is: Delia R Kennedy 10211 SW 13 Street Miami, Florida 33174; below please find the acknowledgement

## ARTICLE VI – INCORPORATOR

**The name and address of the incorporator of the Articles of Incorporation is: Masiel Moreira whose address is 759 NW 22<sup>ND</sup> Ave., Suite 202, Miami, Florida 33125.**

## ARTICLE VII – OFFICERS

The Officers of the Corporation shall consist of a President, Vice-President, Treasurer, and Secretary and Member. The Board of Trustees may elect other officers as they may deem necessary. The officers will manage all the affairs of the Corporation. The founding members will initially serve as officers until the Board of Trustees officially appoints the officers. The name, title, and addresses of the officers are as follows:

## ARTICLE VIII – EFFECTIVE DATE

The effective date for this Amended Article of the Corporation shall be June 19, 2015

## ARTICLE IX – BOARD OF TRUSTEES

The Corporation shall be governed by a Board of Trustees. Voting Officers of the Board of Trustees shall not be less than Eight (8). The number of Trustees may be increased or decreased from time to time as prescribed by the Bylaws. The Trustees shall be selected for the terms and in the manner set forth by the Bylaws. The General Board of Directors Member will be known as Community Health and Wellness Center Miami Inc Governing Board. The founding members will serve as Trustees until the first election or selection of the Board of Trustees. Members will have venue but no voting privileges

## ARTICLE X – POWERS

The Corporation shall have the following powers:

1. All the powers granted to corporations not for profit by section 617 of the Florida Status, and all other further powers that Florida Statutes may grant in the future to such corporations.
2. To acquire, receive, purchase, take by gift, grant, devise, bequest or otherwise, real, personal, and mixed property of every kind and description, wheresoever the same may be situated and without limit as to amount, including, without limiting the generality of the foregoing, money, lands, buildings, mortgages, shares, stocks, or to other securities of any donor; and to hold, invest, reinvest, use, mortgage, pledge, sell, lease, assign, give, exchange, transfer or otherwise, dispose of the same at pleasure.
3. To borrow money from any person, firm, or corporation and to issue notes or obligations of the corporation from time to time for any of the purposes of the Corporation and secure the same by lawful means; to enter into, make, perform and carry out contracts of any kind or nature for any of the objects or purposes of Community Health and Wellness Center, Inc without limit as to amount.
4. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the purposes or the furtherance of any of the powers herein set forth and to the same extent as natural persons might or could do, either alone or through the agency of other corporations, organizations, foundations, institutions, governmental bodies or individuals, and to do every other act or acts, thing or things, incidental or appurtenance to or growing out of or connected with the aforesaid purposes or any part or parts thereof, and to do all things not forbidden by the laws of the United States, State of Florida, the, or any state where this Corporation is duly qualified, and with all the powers conferred upon corporations by the laws of said states.



5. Nothing herein contained shall be deemed to authorize the Corporation to engage in any activity or activities which are contrary to the Florida law on corporations not for profit. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

6. To acquire, hold, operate and dispose of any and all privileges, rights, franchises and concessions, and to buy, lease, sell, mortgage and exchange any and all real and personal property which may be necessary, advantageous or proper in the conduct of its business; to purchase equipment and supplies and to do all things necessary to carry out the purposes of the Primary Care Medical Center for Underserved and Underprivileged communities

7. To receive gifts, legacies, and donations from any source and to make gifts, donations, and appropriations from any and all of its resources from time to time to carry out the purposes of Community Health and Wellness Center of Miami Inc.

8. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Charitable purposes in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of medical conditions, advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government; lessening neighborhood tensions; eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

## **ARTICLE XI – LIMITATION ON ACTIVITIES**

No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, any Member, Trustee, or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Member, Trustee, or Officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

## **ARTICLE XII – DISSOLUTION**

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporations to an organization exempt from taxation under 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 state or local government, for a public purpose.

## **ARTICLE XIII – INDEMNIFICATION**

The Corporation shall indemnify any Trustee or Officer or former Trustee or Officer for expenses and costs (including attorney's fees) actually and necessarily incurred thereby in connection with any claim asserted against that person, by action or otherwise, by reason of such person being or having been such Trustee or Officer, except in relations to matters to which such person shall have been guilty of gross negligence or willful malice with respect to the matter in which indemnity is sought. By order of the Trustees, the Corporation may, under comparable terms and limitations indemnify employees and agents of the Corporation on behalf of the Corporation.

#### **ARTICLE XIV – BYLAWS**

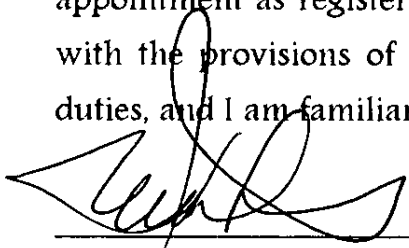
The Board of Trustees shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as it may be deemed necessary. The Bylaws may be amended by the Board of Trustees at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of all active Trustees.

#### **ARTICLE XV – AMENDMENT TO ARTICLES**

These Amended Articles of Incorporation may be amended at a regular meeting of the Board of Trustees by a two-third majority vote of all active Trustees, provided that such amendment does not contravene the purposes of the Corporation as set out in these Articles of Incorporation and would not adversely affect its status as an organization qualifying under Section 501(c) (3) of the Internal Revenue Code.

#### **ARTICLE XVI REGISTERED AGENT**

I Delia R Kennedy living at 10211 SW 13 Street Miami, FL 33174 hereby accepts the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

A handwritten signature in black ink, appearing to read 'Delia R Kennedy', is written over a horizontal line.

Date: June 21 , 2015

Delia R Kennedy Signature of Registered Agent

These amended articles were adopted by the Board of Trustees and the number of votes cast for the original articles was sufficient for approval. An original copy of these articles will reside with the Secretary of State Division of Corporations. There are no members entitled to vote on this amendment.

The day of submission as incorporator and registered agent for Community Health and Wellness Center of Miami Inc is June 21, 2015

A handwritten signature in black ink, appearing to be 'Masiel Moreira', written in a cursive style.

Masiel Moreira, Founder and Chairman