

N1400009969

Florida Department of State
Division of Corporations
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To: Division of Corporations
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From: Account Name : CORP USA
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*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION WEST DADE COMMUNITY HEALTH CENTERS (WDCHC), INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
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83045

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October 27, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations
*** 2ND CORRECTION ***

CORP USA

SUBJECT: WEST DADE COMMUNITY HEALTH CENTERS, INC.
REF: W14000064509

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

You must list at least one incorporator with a complete business street address.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: E14000247343
Letter Number: 814A00022741

P.O BOX 6327 - Tallahassee, Florida 32314

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ARTICLES
OF
INCORPORATION
OF
WEST DADE COMMUNITY HEALTH CENTERS, INC.
(In compliance with Chapter 617, F.S., (Not for Profit))

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ARTICLE I - NAME

The name of this corporation shall be West Dade Community Health Centers, Inc., and its principal office shall be located at 14740 SW 26 Street, Suite 101, Miami, FL 33185 and its mailing address shall be 13926 SW 47 Street, Miami, FL 33175.

ARTICLE II - PURPOSE

This corporation is organized exclusively for charitable, scientific and educational purposes, to wit: to provide a clinical and academic center wherein those associated may work for the continued betterment of the practice of dentistry in the community through the provision of dental education and advanced training; to provide dental services to the low income, uninsured, and those in the community who are underserved by private care delivery; to serve as a facility in which instruction to qualified students in the dental auxiliary vocations may be provided; to provide advanced training in dentistry.

To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III - EXEMPTION

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

- (1) The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of the corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the non-profit corporate purposes set forth in Article II;

(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;

(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.

ARTICLE IV - DURATION

The duration of existence of this corporation shall be perpetual.

ARTICLE V - GOVERNANCE/DIRECTORS AND OFFICERS

The affairs of the Corporation shall be governed by the Board of Directors. The process for governance shall be set forth in the By-Laws.

The number of Directors comprising the Board as of the time of adoption of these Articles shall be five (5). The initial officers of the corporation as of the date of adoption of these Articles shall be:

Name and Title: Antonio Mattia, President
Address: 14740 SW 26 Street, Suite 107
Miami, FL 33185

Name and Title: Elio Acosta, Vice-President
Address: 13926 SW 47 Street
Miami, FL 33175

Name and Title: Ricardo Mualin, Vice-President of Dental Program Operations
Address: 14740 SW 26 Street, Suite 107
Miami, FL 33185

Name and Title: Vivian Green, Secretary
Address: 13926 SW 47 Street
Miami, FL 33175

Name and Title: Cynthia Rodriguez, Treasurer
Address: 13926 SW 47 Street
Miami, FL 33175

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The composition, number, term, length of term, qualifications, and process for appointment and removal of Directors shall thereafter be determined by the Board of Directors and shall be enumerated in the By-Laws of the corporation. At no time, however, may the number of Directors be fewer than three (3) or greater than five (5).

ARTICLE VI - MEMBERSHIP

The corporation shall have no members. The management of the affairs of the corporation shall be vested in the Board of Directors, as defined in the corporation's By-Laws.

ARTICLE VII - BENEFIT AND OBLIGATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director, employee, or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services rendered and reimbursement for expenses incurred in attending to the affairs of the corporation shall be limited to reasonable amounts. No Officer or Director of this corporation shall be personally liable for the debts or obligations of the corporation, of any nature whatsoever, nor shall any property belonging to an officer or director be subject to the payment of the debts or obligations of the corporation.

ARTICLE VIII - REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this corporation as of the date of the adoption of these Articles of Incorporation shall be Vivian Green and the registered office of the registered agent shall be 13926 SW 47 Street, Miami, FL 33175. The Board of Directors may, in its discretion, thereafter approve successors by and through its deliberative process and via official action.

ARTICLE IX - AMENDMENTS

Amendments of these Articles may be made by a two-thirds (2/3) vote of the Board of Directors, at a duly noticed meeting, attended by a quorum of Directors, provided a copy of the proposed amendment has been delivered to all Directors no fewer than ten (10) days prior to the meeting at which the vote is to take place.

ARTICLE X - DISSOLUTION

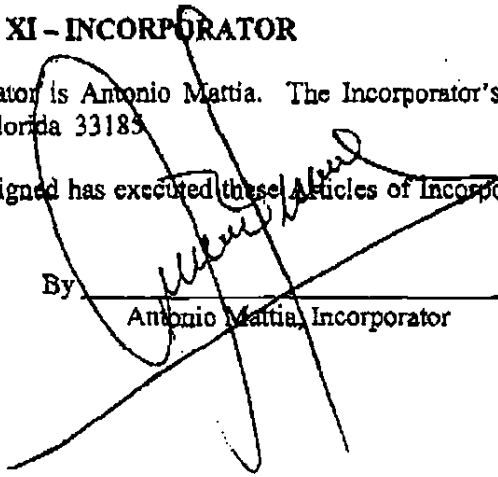
Should this corporation be dissolved, at the time of dissolution, the Board of Directors shall, after paying or making provision for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case, shall a disposition be made which would not qualify as a charitable contribution under Section 170(e)(1)

or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE XI - INCORPORATOR

The name and address of the Incorporator is Antonio Mattia. The Incorporator's address is 14740 SW 26 Street, Unit 107, Miami, Florida 33183

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 21 day of October, 2014.

By  _____
Antonio Mattia, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT
UPON WHOM SERVICE OF PROCESS MAY BE SERVED**

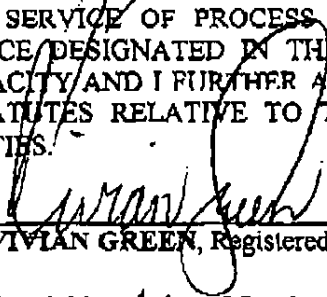
WEST DADE COMMUNITY HEALTH CENTERS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7265 NW 25 Street, Miami, FL 33122, has named VIVIAN GREEN, located at 13926 SW 47 Street, Miami, FL 33175 as its agent to accept service of process within the State of Florida.



ANTONIO MATTIA

Dated this 21 day of October, 2014

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



VIVIAN GREEN, Registered Agent

Dated this 21 day of October, 2014

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