

N15000006206

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FEB 1 2016

C LEWIS

BRYANT MILLER OLIVE P.A. <sup>TM</sup>

Requester's Name

101 North Monroe St., Suite 900

Address

Tallahassee, FL 32301 (850) 222-8611

City/State/Zip

Phone #

Pam Bailey

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Urban Health and Wellness Group Inc. NI5000006206  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**AMENDMENTS**

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

**\$43.75**

Examiner's Initials

16 JAN 29 AM 9:27

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
URBAN HEALTH AND WELLNESS GROUP, INC.  
a Florida not-for-profit corporation**

The undersigned hereby makes, subscribes, acknowledges and files this certificate for the purpose of amending and restating in their entirety the Articles of Incorporation for Urban Health and Wellness Group, Inc., a Florida not-for-profit corporation (the "Corporation"), which were filed on June 19, 2015 under Document Number N15000006206, in the manner permitted by Section 617.1007, Florida Statutes, as follows:

**ARTICLE I  
NAME**

The name of the Corporation is Urban Health and Wellness Group, Inc.

**ARTICLE II  
DURATION**

The term of existence of the Corporation commenced on June 19, 2015, and is perpetual.

**ARTICLE III  
EXEMPT STATUS**

The Corporation is formed exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("I.R.C."). In that regard, the Corporation is constituted so as to receive financial support, grants, and contributions directly or indirectly from its members, federal, state and local government agencies, other corporations and the public at large in order to provide health care clinics, facilities and services to citizens of underserved communities and areas where such facilities and services might not otherwise be available within the United States and internationally. It has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or shall inure to the benefit of, its directors or officers except to the extent permitted under Chapter 617, Florida Statutes, and I.R.C. Section 501, et seq.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its officers, directors or members; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered by any persons (including, but not limited to, its officers, directors or members) and to make payments and distributions in furtherance of its purposes as set forth in this Article III and in Article IV hereof.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under I.R.C. Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation to which contributions are deductible under I.R.C. Section 170(c)(2) or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE IV**

#### **NONPROFIT PURPOSE**

The purposes for which the Corporation is to be formed are the educational and charitable purposes within the meaning of I.R.C. Section 501(c)(3) and, in this connection, operate in such a manner as to advance the purposes described in Article III above, and to do the following: (i) provide economic and other assistance to benefit other exempt corporations and to these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; (ii) to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any laws applicable thereto; and (iii) to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the applicable provisions of Section 617, Florida Statutes, and I.R.C. Section 501, et seq. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in Section 617.0302, Florida Statutes.

#### **ARTICLE V**

#### **SCOPE OF ACTIVITY**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the charitable, scientific and educational purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in I.R.C. Section 501(c) and the regulations thereunder as the same now exists or as they may be hereafter amended from time to time.

**ARTICLE VI**  
**PROHIBITED ACTIVITIES**

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

**ARTICLE VII**  
**PLACE OF OPERATION**

The initial principal business office of the Corporation shall be located at 5931 NW 173<sup>rd</sup> Drive, Suite 1, ~~Hialeah~~, Florida 33015. The Corporation may designate a different principal place of business without amending these Articles of Incorporation.

**ARTICLE VIII**  
**REGISTERED AGENT AND OFFICE**

The initial Registered Agent of the Corporation shall be Darvin E. Williams, Esq. The address to which the Secretary of State shall mail a copy of any notice required by law is 5931 NW 173<sup>rd</sup> Drive, Suite 1, ~~Hialeah~~ Florida 33015.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Darvin E. Williams	21097 N.E. 27th Court, Suite 400 Aventura, Florida 33180

**ARTICLE X**  
**DIRECTORS**

There shall at all times be at least three (3) members of the Board of Directors of the Corporation. The number of directors may be increased or decreased (but not below three) from time to time in accordance with the Corporation's Bylaws. The names and addresses of the persons who are to serve as Directors and Officers until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Anita Petteway-Tyler, M.D.	<u>5931 NW 173<sup>rd</sup> Drive, Suite 1, Hialeah</u> <u>Florida 33015</u>
Anita Jones, M.D.	<u>5931 NW 173<sup>rd</sup> Drive, Suite 1, Hialeah</u> <u>Florida 33015</u>
Gina Morgan-Smith, M.S.	<u>5931 NW 173<sup>rd</sup> Drive, Suite 1, Hialeah</u> <u>Florida 33015</u>

### **ARTICLE XI** **ELECTION OF DIRECTORS/TERMS**

Directors of the Corporation shall be elected and shall serve until such time as their successors are qualified and appointed in the manner provided by the Corporation's Bylaws.

### **ARTICLE XII** **MEMBERSHIP**

The Corporation is to be organized upon a membership basis. Such memberships shall be nonredeemable, nontransferable, and nondividend bearing. Qualifications for membership and admission of new members shall be determined as set forth in the Corporation's Bylaws. The initial members of the Corporation shall be the members of the Board of Directors. The Corporation may have more than one (1) class of membership (including a non-voting class of membership), and the respective rights of each class shall be set by the Board of Directors from time to time by resolution.

### **ARTICLE XIII** **DISSOLUTION AND DISTRIBUTION**

Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the officers, directors, or members of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the Not-for-Profit Corporation Law of Florida, shall be distributed as directed by the members of the Corporation among one or more corporations, trusts, community chests, funds, or foundations organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, no part of the net earnings of which inure to the benefit of any private shareholder, member, or individual, and no substantial part of whose activities consist of carrying on propaganda or otherwise attempting to influence legislation or which does not participate or intervene in any political campaign on behalf of any candidate or public office; or to other entities of the type which qualify for Federal Income Tax exemption under I.R.C. Section 501(c)(3).

**ARTICLE XIV**  
**AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation of the Corporation may be amended only upon majority vote approving such adoption by the Board of Directors of the Corporation.

**ARTICLE XV**  
**INDEMNIFICATION**

The Corporation shall fully indemnify each Incorporator, Officer and Director of the Corporation, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida. The form and content of the indemnification shall be set forth in greater detail in the Bylaws, but shall never be less than the full extent permitted by the laws of the State of Florida.

**ARTICLE XV**  
**AUTHORIZATION**

These Amended and Restated Articles of Incorporation contain amendments which require director approval and have been approval by the unanimous vote of the directors and members taken on January 7, 2016, which vote is sufficient under Sections 617.1002, Florida Statutes.

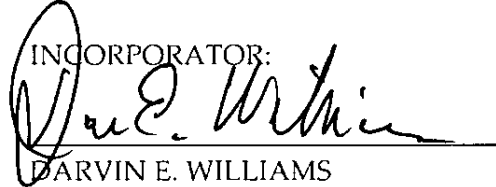
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STATE OF FLORIDA  
DIVISION OF CORPORATION

16 JAN 29 AM 9:27

IN WITNESS WHEREOF, the undersigned Incorporation has hereunto set his hand and seal  
this 08th day of January, 2016.

INCORPORATOR:

  
DARVIN E. WILLIAMS

\*\* NOTARY OPTIONAL (NOT REQUIRED) \*\*  
STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

Acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 2016, by Darvin E.  
Williams, who ( ) is personally known to me or ( ) produced \_\_\_\_\_  
\_\_\_\_\_ as identification.

\_\_\_\_\_  
NOTARY PUBLIC

My Commission Expires:

[Remainder of page intentionally left blank]



DIVISION OF CORPORATIONS

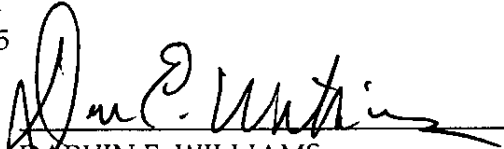
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617, 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.

1. The name of the corporation is Urban Health and Wellness Group, Inc.
2. The name and address of the registered agent and office are:

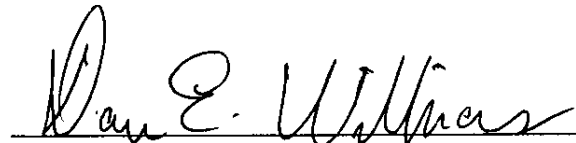
Darvin E. Williams, Esq.  
5931 NW 173<sup>rd</sup> Drive, Suite 1  
Hialeah, Florida 33015

  
DARVIN E. WILLIAMS

Incorporator

DATE: 08<sup>th</sup> Day of January, 2016

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
DARVIN E. WILLIAMS

Registered Agent

DATE: 1/8/16