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## COVER LETTER

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

**SUBJECT:** THE HEALTHCARE LEARNING AND PERFORMANCE CENTER, CORP.

(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: Cesar M. Roman  
\_\_\_\_\_  
Name (Printed or typed)

2245 NW 110 Avenue  
\_\_\_\_\_  
Address

Miami, FL 33172  
\_\_\_\_\_  
City, State & Zip

305 336-0043  
\_\_\_\_\_  
Daytime Telephone number

cmroman58@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  
of  
THE HEALTHCARE LEARNING AND PERFORMANCE CENTER, CORP.  
(A Not For Profit Corporation)

ARTICLE I - NAME

The name of the Corporation is THE HEALTHCARE LEARNING AND PERFORMANCE CENTER, CORP.

ARTICLE II - PRINCIPAL OFFICE & MAILING ADDRESS

The principal office and mailing address of the Corporation is 2245 NW 110 Avenue Miami, FL 33172

ARTICLE III – PURPOSE & ACTIVITIES

(a) EXEMPT PURPOSES

This Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, on a nonstock basis 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 (the "Code"), or corresponding section of any future United States internal revenue law.

(b) PURPOSE

In pursuance of its charitable, religious, educational and scientific purposes the Corporation shall:

- (1) Empower stakeholders to improve the delivery of healthcare. We partner with such stakeholders in learning and performance interventions to strive for better healthcare worldwide. Such action prioritizes preferential options for social and/or economic underprivileged communities. We take all such action, and do all acts following the teachings of Jesus Christ.
- (2) Objectives include, but are not limited to, the following: (I) addressing the needs and generating opportunities for improving the provision of healthcare, (II) promoting stakeholders' involvement and participation in the planning and implementation of interventions leading to the better delivery of healthcare, (III) advancing healthcare learning and performance ecosystems, and (IV) working in solidarity with individuals, organizations, and communities who seek to improve the provision of care. Toward this purpose, the Corporation shall provide technical and financial assistance, obtain funding and help administer partner projects in the United States and abroad.

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(c) ACTIVITIES

The purpose of the Corporation, as stated herein, shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code. Toward this end, the Corporation shall have, in furtherance of its purposes, all of the powers granted by the Florida Not for Profit Corporations Act Section 617.0302:

- (1) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.

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(12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.

(13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s.617.0833.

(14) Make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.

(15) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

(16) Merge with other corporations or other business entities identified in s. 607.1108(1), both for profit and not for profit, domestic and foreign, if the surviving corporation or other surviving business entity is a corporation not for profit or other business entity that has been organized as a not-for-profit entity under a governing statute or other applicable law that permits such a merger.

(17) Pay pensions, establish and carry out pension, savings, thrift and other retirement benefit plans, trusts and provisions for any or all of its directors, officers and employees.

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#### ARTICLE IV – MEMBERSHIP

Regular membership shall consist of the Board of Directors of the Corporation hereinafter named, and such other directors as may be elected to membership in accordance with the By-Laws of the Corporation.

The Board may provide for such additional classifications of membership as it deems appropriate, the conditions of such membership of any class thereof and the rights and duties, if any of the members of any class thereof, in accordance with the By-Laws of the Corporation.

#### ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

#### ARTICLE VI - BOARD OF DIRECTORS

(a) All corporate powers shall be exercised by or Under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors comprised by not less than three (3) directors, but which may be comprised of any number in excess thereof; as

provided by the By-Laws. Directors will be elected by majority vote or the existing Board of Directors, or as provided in the By-Laws.

(b) The Corporation may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with its purposes, and, upon dissolution or final liquidation, may make distributions to its members as permitted by chapter 617.0505

(c) No director or officer shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty by such director or officer notwithstanding any provision of law imposing such liability, except (to the extent provided by applicable law) for liability (I) for breach of the director's or officer's duty of loyalty to the Corporation, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit.

(d) The Board of Directors of the Corporation shall have the power to make, amend, and repeal the Corporation's By-laws to the extent consistent with the provision of Section 617.1001 of the Florida Not for Profit Corporations Act or the requirements contained in Section 501(c)(3) of the Code.

(e) The names and addresses of current officers and directors, who are to serve until the next annual meeting of the Board of Directors and their successors have been elected and qualified, are as follows:

	Name	Address
Officers:		
President	Armando E. Martinez	10500 SW 108 <sup>th</sup> Ave Apt B213 Miami, FL 33176
Treasurer	Cesar M. Roman	2245 NW 110 Avenue Miami, FL 33172
Clerk	Jose A. Lopez	6745 SW 132 <sup>nd</sup> Ave # 208 Miami, FL 33183
Directors:		
	Armando E. Martinez	10500 SW 108 <sup>th</sup> Ave Apt B213 Miami, FL 33176
	Cesar M. Roman	2245 NW 110 Avenue Miami, FL 33172
	Jose A. Lopez	6745 SW 132 <sup>nd</sup> Ave # 208 Miami, FL 33183

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## ARTICLE VII REGISTERED AGENT

The name and address of the registered agent is Cesar M. Roman, 2245 NW 110 Avenue Miami, FL 33172

## ARTICLE VIII INCORPORATOR

The name and address of the Incorporator is Cesar M. Roman, 2245 NW 110 Avenue Miami, FL 33172

## ARTICLE IX – CHARITABLE LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third (a) hereof. No substantial part of the activities/of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office Notwithstanding any other provision of these articles, 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 section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

- (a) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;
- (b) Shall not engage in any act of self-dealing as defined in Section 4941(d);
- (c) Shall not retain any excess business holdings as defined in Section 4943(c);
- (d) Shall not make any Investments in such manner as to subject it to tax under Section 4944; and
- (e) Shall not make any taxable expenditures as defined in Section 4945(d),

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE XI – DISPOSITION OF ASSETSS

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the

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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.

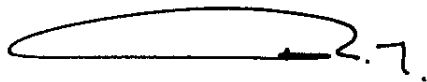
#### ARTICLE XII - BYLAWS

The Board of Directors of the Corporation shall adopt Bylaws for this Corporation and may amend or rescind such Bylaws by majority vote of the entire Board of Directors at any regular or special meeting of the Board of Directors, provided a copy of the proposed amendment or action to rescind is submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken.

#### ARTICLE XIII - AMENDMENTS

The Articles of Incorporation may be amended by the Board of Directors by a majority vote of the members present and voting at a special meeting called for that purpose, provided notice of the proposed amendment has been forwarded to each director not less than five (5) or more than thirty (30) days prior to the meeting at which the amendment is to be voted upon.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



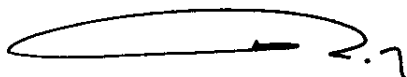
Cesar M. Roman - Registered Agent

7/15/15  
Date

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I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Cesar M. Roman - Incorporator

7/15/15  
Date