

N16000002578

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*Amended &
Restated
Articles*

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 13, 2016

Hearts for Minds Adult Care Inc
c/o Delia Rose Kennedy
9420 SW 34th St.
Miami, FL 33165

SUBJECT: HEARTS FOR MINDS ADULT CARE, CORP
Ref. Number: N16000002578

We have received your document for HEARTS FOR MINDS ADULT CARE, CORP and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 616A00007589

Delia Rosa Kennedy
Consultant for Hearts for Minds Day Care Corp

April 5, 2016

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

RE: CURRENT NAME OF CORPORATION: Hearts for Minds Adult Care Corp
DOCUMENT NUMBER: N16000002578 FEI # 81-1968724

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

Hearts for Minds Adult Care Inc
C/O Delia Rosa Kennedy
9420 SW 34th Street
Miami, Florida 33165

Enclosed is a check for the Filing Fees. For further information concerning this matter, please call Delia R Kennedy at 786-556-1397

Sincerely,

Delia R Kennedy
Corporation Clerk for Hearts for Minds Adult Care Inc

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

A Florida not for Profit Corporation

Hearts for Minds Adult Care Corp

DOCUMENT NUMBER: N16000002578 FEI # 81-1968724

FILED
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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 March 3, 2016

ARTICLE I – AMENDMENT TO NAME

The name of the Corporation is: HEARTS FOR MINDS ADULT CARE INC., and it is effective April 5, 2016

ARTICLE II – PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address is 9420 SW 34 STREET MIAMI FLORIDA 33165

ARTICLE III – PURPOSE

Hearts for Minds purpose is to develop a premier Adult Day Care Center serving the needs of families in our community. Our center is designed as a social and medical model adult day care center and what this means that we provide care for families and their loved ones in an environment which encourages social interaction and mental stimulation including but not limited to social, physical and emotional needs which most other centers do not. Each participant has a medical chart and is supervised and monitored daily for any subtle changes in their health. Initially we will be open from 7:00 AM to 6:00 PM which are the hours greatly needed by working family members.

ARTICLE IV MEMBERSHIPS

There will be no memberships for this organization

ARTICLE V ACTIVITIES

- 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.
- 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.
- 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.
- 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 organization that will add to the quality of life and improve the mental, physical and social care for these patients and their family. This will include strengthening families and exposure to adult and family healthy lifestyles. We will create and participate in 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 Hearts for Minds Adult Care Inc has to offer.

- We will providing adult day care needs for a disadvantaged and underserved medical community needs which requires adult day care services that are continuous and comprehensive integrated systems to include therapeutic, social-emotional, physical and other activities fostering improvement in all domains.
- We will create develop and implement adult day care 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.

ARTICLE VI – BOARD OF DIRECTORS

President & Founder	Bibiana Lacorra	9420 SW 34 St Miami, FL 33165
Vice President	Ernesto Medina	9420 SW 34 St Miami, FL 33165
Secretary	Maria Guarda	9420 SW 34 St Miami, FL 33165
Treasurer	Yolanda Veliz	9420 SW 34 St Miami, FL 33165

ARTICLE VII

The registered agent name and address will remain Bibiana Lacorra 9420 SW 34th Street Miami, FL 33165

ARTICLE VIII – INCORPORATOR

The name and addresses of incorporator will remain the same Bibiana Lacorra 9420 SW 34th Street Miami, FL 33165

ARTICLE IX – 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:

President & Founder	Bibiana Lacorra
Vice President	Ernesto Medina
Secretary	Maria Guarda
Treasurer	Yolanda Veliz

ARTICLE X – EFFECTIVE DATE

The effective date for this Amended Article of the Corporation shall be April 5, 2016

ARTICLE XI – 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 XII – 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 Hearts for Minds Ault Care 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 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 Hearts for Minds Adult Care 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 XIII – 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 XIV – 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 XV – 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 XVI – BYLAWS

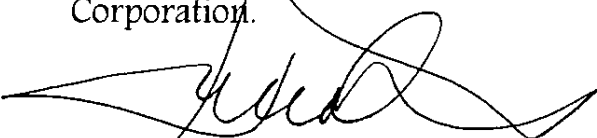
The Board of Trustees shall provide such Bylaws for the conduct of its business and the carrying out of its purpose as it may be deemed necessary. The Bylaws may be amended by the Board of Trustees at any regular or special meeting of the Board of Trustees by a two-thirds majority vote of all active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

ARTICLE XVII – 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.

These amended and restated articles were adopted by the board of trustees on April 5, 2016.

There are no members with voting rights. . . . An original copy of these articles will reside with the Secretary of State Division of Corporations. The day of submission for Hearts for Minds Adult Care Inc is April 5, 2016, and has hereby certified by the Clerk of the Corporation.

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

Delia Rosa Kennedy
Assistant Secretary