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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: ALTERNATIVE MEDICINE COMMUNITY CLINIC INC

DOCUMENT NUMBER: N16000004109

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SHIVA ANASSERI

(Name of Contact Person)

ALTERNATIVE MEDICINE COMMUNITY CLINIC INC

(Firm/ Company)

430 SOUTH DIXIE HIGHWAY STE 212

(Address)

MIAMI, FL 33146

(City/ State and Zip Code)

shiva@shiva.cc

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SHIVA ANASSERI

305

588-6444

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certified Copy  
(Additional Copy is  
Enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

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

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF THE  
ALTERNATIVE MEDICINE COMMUNITY CLINIC INC.

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2017 MAR 13 AM 8:05

Alternative Medicine Community Clinic Inc., a Florida not-for-profit corporation (the "Corporation"), for which original Articles of Incorporation the Secretary of State of Florida on April 21, 2016, hereby duly executes this Amended and Restated Certificate of Incorporation, which is being filed with the Secretary of state of Florida in accordance with the provisions of the Section 617-1007, Florida Statutes. This Amended and Restated Certificate of Incorporation supersedes in its entirety the Articles of Incorporation previously filed with the Secretary of State of Florida on behalf of the Corporation.

ARTICLE I

The name of the corporation is ALTERNATIVE MEDICINE COMMUNITY CLINIC INC. hereafter referred to as the Corporation.

The place in this state where the principal office of the Corporation is to be located is in Miami-Dade County at 430 South Dixie Highway Ste 212, Miami, FL 33146 and the name of the corporation's registered agent at such address is Shiva Anasseri.

ARTICLE II

The corporation is organized exclusively for charitable, 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 the corresponding section of any future federal tax code.

Subject to the limitations set forth in article FIFTH hereof, and subject to the limitation that the corporation is formed exclusively to provide alternative medicine treatments to economically disadvantaged (underprivileged) individuals in need through holistic therapy treatments. Alternative Medicine Community Clinic's mission is to provide various natural healthcare services and treatments for low-income individuals. Our priority is to promote preventive medicine and raise awareness of health issues to optimize the health of individuals in the community. In order to accomplish our goals, we will be holding free seminars and workshops, to educate individuals about healthier diets and balanced nutrition as well as stress management methods such as yoga, meditation, and breathing techniques. We are committed to our motto of "natural treatments given with care and kindness" to improve the wellbeing of individuals within our community. Some of the ways we will further uphold our mission is by organizing

workshops and events that will educate individuals about the benefits of the holistic treatments in their daily lives. We will also organize and operate lectures, panel presentations, or courses designed to promote alternative medicine awareness, and operate a website to publicly disseminate information and facilitate relationships between communities that are beneficiaries of the program.

In the furtherance of its purposes, and subject to such limitations, the corporation may engage in any lawful act or activity for which not-for-profit corporations may be organized under the general corporation law of Florida.

### ARTICLE III

The affairs of the corporation shall be managed by the Board of Directors consisting of no less than (3) members. The directors are also referred to as trustees. The manner of election or designation of directors shall be provided for in By-laws. The officers shall be elected by the Board from among its number. The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Shiva Anasseri      15075 SW 108<sup>th</sup> Terrace  
Miami, FL 33196

Sheela Anasseri      15075 SW 108<sup>th</sup> Terrace  
Miami, FL 33196

Roberta H Papino      8520 SW 212<sup>th</sup> Street  
Cutler Bay, FL 33189

### ARTICLE IV

To accomplish the objectives and purposes of the corporation, the corporation shall have the power, subject to the limitations hereafter provided:

1. To solicit, accept and collect pledges, donation, contributions, grants and gifts in cash or in property, and to take and to hold by bequest, devise, gift and purchase or lease, either absolutely or in trust, for its objects and purposes or any of them, any property without limitation as to the amount except such limitation, if any, as may be imposed by law; to sell convey and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and to expend the income therefrom or the principal thereof for any of the corporation's objectives and purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property in trust under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes, and in administering the same to carry out the directions and to exercise the powers contained in the trust instrument

under which the property is received, including the expenditure of principal and income for one or more of such purposes if authorized or directed in the trust instrument under which it is received.

2. To acquire by purchase, lease, contract or otherwise, any property, stocks, bonds, notes and other interests or obligations of corporations, partnerships or other business organizations.

3. To own, hold, sell, convey, lease, and otherwise manage, contract with reference to, or dispose of all or any part of its assets on any terms and conditions as may be lawful, and likewise to invest all proceeds and income of such assets in any type or kind of property as appears advisable and as permitted of not-for-profit corporations by law, and if deemed advisable by the board of trustees, the corporation may enter in to any general, special or limited partnership as a general, special or limited partner or into any joint venture or similar agreement.

4. To borrow money, execute notes, mortgages, trust indentures, bonds, and to enter into such other contracts as shall be deemed advisable by the board of trustees and in furtherance of the purposes of the corporation.

5. To have and maintain such office or offices and related equipment as are necessary to administer the affairs of the corporation and to do any and all things necessary in the premises in order to effectively receive, administer, manage, operate, disburse, and control any funds and/or property of any nature in which the corporation may have an interest.

6. To give, contribute, pay or transfer a portion of funds and assets of the corporation, from time to time, to organizations which are exempt from taxation pursuant to section 501 (c) (3) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws). Any fund or asset transfers may be made solely for purpose of executing the corporations' community support programs.

## ARTICLE V

In fulfilling its objectives and purposes, the corporation shall be subject to the following limitations:

1. 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 Second 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, 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.

2. If the corporation is found to be a public charity, as that term is defined in section 509 of the Code, the corporation shall conduct its business, distribute its assets and serve communities in a manner necessary in order to continue to maintain its public support status.

3. No member, director, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.

4. The corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code.

## ARTICLE VI

The corporation shall not have authority to issue capital stock. The conditions of membership, if any, shall be stated in the corporation's bylaws.

The power to adopt, amend or repeal the bylaws is hereby conferred upon the board.

## ARTICLE VII

Upon dissolution, the board of trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets by conveying the assets to one or more exempt charitable, scientific or educational organizations or shall be distributed to the federal government, or to a state or local government, for a public purpose as described in Section 501 (c)(3) of the Code, in the following order of priority:

1. To a successor organization to this corporation, if any; or
  2. To one or more organizations with similar charitable, scientific or educational purposes to this corporation's as determined by majority vote of the board of trustees;
- or

3. To one or more exempt organizations, as determined by majority vote of the board of trustees

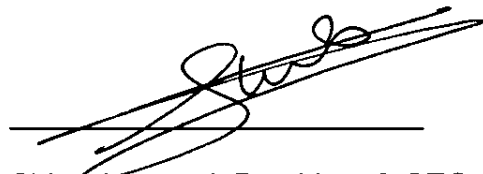
4. To the federal government, or to a state or local government, for a public purpose

#### ARTICLE VIII

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

This restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Articles of Incorporation to be signed by its President this 9th day of March, 2017.



Shiva Anasseri, President & CEO