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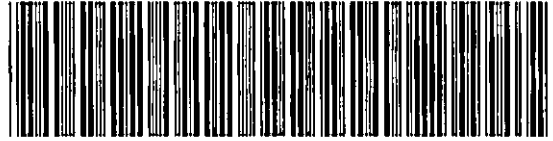
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TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
Positive Health Alliance, Inc.
(A Florida Not For Profit Corporation)

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SECRETARY OF STATE
TALLAHASSEE, FL

The under signed persons, acting as Incorporator(s) of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of incorporation for such corporation.

ARTICLE I

The name of the corporation: **Positive Health Alliance, Inc.** (hereinafter referred to as the "Corporation").

ARTICLE II

Positive Health Alliance Inc. A community based organization, is an agency that is dedicated to screening, counseling, and treatment services to persons infected with or suspected of being infected with STD's such as but not limited to Bacterial Vaginosis (BV), Chlamydia, Gonorrhea, Genital Herpes, Hepatitis A, B, C, HIV/AIDS, and HPV. Other components include outreach screenings, identifying at-risk persons residing in local and other public health jurisdictions and ensure that infected persons, their partners and other at-risk individuals receive appropriate treatment and intervention activities in an effort to treat, contain, and reduce the spread of these STD's.

Scope of services and activities provided:

Patient Advocacy: **Positive Health Alliance, Inc.**'s role is to serve as a link between the diagnosing healthcare provider/practitioner and the client. Once the client receives diagnosis they are provided with available treatment options. **Positive Health Alliance, Inc.**'s priority is to make sure the patient fully understands all aspects of the diagnosis and treatment options such as but not limited to PREP, PEP, ART, DAA, antibiotics and nutrition plans.

Cultural Competency: **Positive Health Alliance, Inc.**'s position is to provide wellness training and treatment while removing barriers that impede access to care for the economically poor, and/or racially and ethnically diverse populations.

Community Outreach: **Positive Health Alliance, Inc.** conducts educational programs, (HIV/STD) testing, treatment and condom distribution to increase awareness and empowering those in the community who are at high risk.

Provide Information: **Positive Health Alliance, Inc.** works with clients to assess their risk, decide which testing is necessary, and develop risk reduction plans. This includes discussing additional resources available and the assistance of completing any necessary forms/paperwork. This includes but is not limited to resources covered by insurance companies, government programs, as well as those free to the community.

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Social Support Services: Positive Health Alliance, Inc. provides support services to individuals such as but not limited to: client assessment, case management, identifying additional resources, counseling (group and/or individual), and housing needs/placement.

ARTICLE III

The Directors of this Corporation are to be elected/appointed as set forth in the Bylaws.

ARTICLE IV

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V

The corporate powers of this Corporation are as provided in Section 617.0302, Florida Statutes.

ARTICLE VI

The principal office of the Corporation and place of business and mailing address is 730 West Hallandale Beach Blvd.; Suite #109 Hallandale, Florida 33009. The name of the initial registered agent is: **Christine King**.

ARTICLE VII

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall not be less than three; provided, however, that such number may be increased from a minimum of three by changing the bylaw duly adopted pursuant to the Bylaws of this Corporation. The Directors named herein as the first Board of Directors shall hold office until the first election of Directors at the Corporation's first annual meeting of members. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one year until the annual meeting of members following the election of Directors and until the qualification of successors in office. Annual meetings shall be held at the time and place designated by the Board of Directors. Any action required or permitted to be taken by the Board of Directors under

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ARTICLE VII (Con't)

any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this Corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

The name and residential addresses of the persons who are to serve as initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Cora Mann	730 West Hallandale Beach Blvd.: Suite #109 Hallandale, Florida 33009
Dimitry Shaposhnikov	730 West Hallandale Beach Blvd.: Suite #109 Hallandale, Florida 33009
Lev Kandinov	730 West Hallandale Beach Blvd.: Suite #109 Hallandale, Florida 33009

ARTICLE VIII

The Board of Directors shall elect the following officers: President, Vice-President/Secretary, Treasurer, and any such other officers as the Bylaws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>OFFICE</u>
Cora Mann	PRESIDENT
Dimitry Shaposhnikov	TREASURER
Lev Kandinov	SECRETARY

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ARTICLE IX

Subject to the limitations contained in the Bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following procedures set forth in the Bylaws.

ARTICLE X

No part of the net income or assets of this Corporation shall ever inure to the benefit of the director, officer, or member thereof, or to the benefit of any private individual. Notwithstanding any other provision of these Articles, the Corporation shall not carry on 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 or the corresponding provisions of any subsequent or future United States Internal Revenue Law.

ARTICLE XI

Upon the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation organized and operated exclusively for charitable, educational, religious or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE XII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members for their vote at a time and place determined by the Board of Directors, upon sixty (60) days, written notice to the members, setting forth the proposed amendment or a summary of the changes to be effected. Amendments may be adopted by a vote of the majority of members present.

ARTICLE XIII

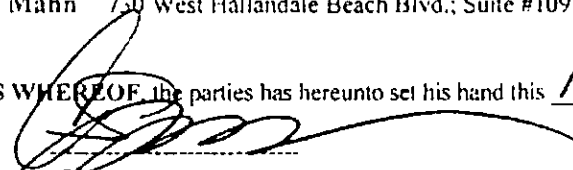
The names and address of the Incorporators are:

NAME

ADDRESS

Cora Mann 730 West Hallandale Beach Blvd.; Suite #109 Hallandale, Florida 33009

IN WITNESS WHEREOF, the parties has hereunto set his hand this 13th day of March, 2019.


Cora Mann

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

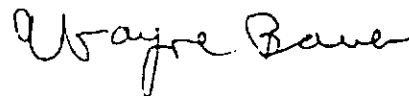
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BEFORE ME, the undersigned authority, personally appeared **Cora Mann** to me well known and known to me to be the person(s) described in and who execute the foregoing Articles of Incorporation for the purpose of forming this not for profit charitable corporation under the laws of Florida

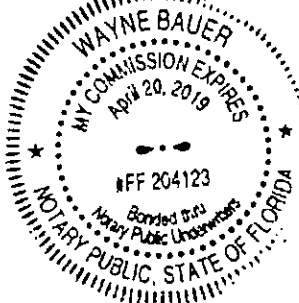
Positive Health Alliance, Inc.

and before me he acknowledged his signature to be his free act and deed for the uses and purposes stated herein. WITNESS MY HAND and official seal at the City of Miami, County of Miami-Dade, State of Florida, this day 13th of March, 2019.

NOTARY PUBLIC



Commission Expires _____



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

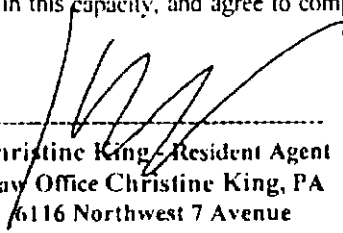
In pursuance of provisions of Section 617.0501, Florida Statutes – Not For Profit Corporation Act, the following is submitted, in compliance with said provisions:

First--That **Positive Health Alliance, Inc.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, at the City of Hallandale, County of Broward, State of Florida, has named **Christine King** as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY



**Christine King - Resident Agent
Law Office Christine King, PA
6116 Northwest 7 Avenue
Miami, Florida 33127**

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TALLAHASSEE, FL**