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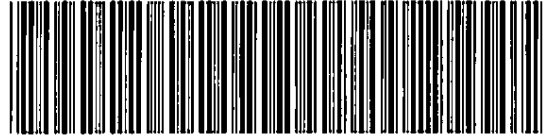
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**COVER LETTER**

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

**SUBJECT:** HOMESTEAD COMMUNITY HEALTH CENTER, INC.

**(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:** Kyle R. Saxon  
Name (Printed or typed)

2121 Ponce De Leon Blvd., Suite 740  
Address

Coral Gables, Florida 33134  
City, State & Zip

305-371-9575  
Daytime Telephone number

kylesaxon@saxonfink.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  
HOMESTEAD COMMUNITY HEALTH CENTER,

*Original*

The undersigned Incorporator, pursuant to the provisions of Chapter 617, "Act"), executes the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATION**

- 1.1 **Name.** The name of the corporation shall be Homestead Community Health Center, Inc., a Florida not-for-profit corporation (the "**Corporation**").
- 1.2 **Definitions.** The words and phrases not otherwise defined in these Articles of Incorporation shall have the meanings set forth in the Bylaws of the Corporation.
- 1.3 **Non-Stock Status.** The Corporation shall be without capital stock and will not operate for profit.
- 1.4 **Term.** The term for which this Corporation shall exist is perpetual.

**ARTICLE II**  
**PRINCIPAL OFFICE**

At the time of execution of these Articles of Incorporation, the mailing and street address for the principal office of the Corporation is:

6855 Red Road  
Suite 600  
Coral Gables, Florida 33143

**ARTICLE III**  
**PURPOSES**

- 3.1 **Statement of Purposes.** The purposes of the Corporation shall be to operate a federally qualified health center look-alike entity under Section 330 of the Public Health Service Act ("**Section 330**"), codified at 42 U.S.C. §254b, as amended, and the federal regulations and policies promulgated thereunder including 42 U.S.C. §1396d(k)(B), as amended ("**FQHC**"). The Corporation is organized and shall be operated on a not-for-profit basis and exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code ("**IRC**"), as amended, or in accordance with any corresponding provision of any future United States Internal Revenue Law and the regulations thereunder.

- 3.1.1 In the course of the Corporation's operations:

- a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its managers, officers, or other 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 of the Corporation; and
  - b) 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 any candidate for public office except as authorized under the IRC.
- 3.1.2 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 Section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS: APPOINTMENT AND POWERS**

- 4.1 Powers and Responsibilities.** The Board of Directors shall exercise general management and control of the business affairs of the Corporation and shall have and exercise all of the powers which may be exercised or performed by the Corporation under the laws of the State of Florida and the Corporation's Bylaws.
- 4.2 Number and Appointment.** The Board of the Corporation shall consist of not less than three (3) Directors until such time as FQHC status is requested or applied for, at which time the Board of the Corporation shall consist of eleven (11) Directors. Individual members of the Board of Directors of the Corporation shall be appointed in the manner and shall be subject to such composition requirements as set forth in the Bylaws of the Corporation.

#### **ARTICLE V**

##### **INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall be composed of the following persons:

William L. Chambers	6855 Red Road, Suite 600 Coral Gables, Florida 33143
George E. Cadman III	6855 Red Road, Suite 600 Coral Gables, Florida 33143

Kenneth R. Spell

6855 Red Road, Suite 600  
Coral Gables, Florida 33143

**ARTICLE VI**  
**INITIAL OFFICERS**

William L. Chambers

Chairperson

George E. Cadman III

Secretary/Treasurer

Kenneth R. Spell

Chief Executive Officer

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The name and address of the Corporation's initial registered agent for service of process, at the time of execution of these Articles of Incorporation, are:

Kyle R. Saxon, Esq.  
2121 Ponce De Leon Blvd., Suite 740  
Coral Gables, Florida 33134

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the Corporation's Incorporator are:

William L. Chambers

6855 Red Road, Suite 600  
Coral Gables, Florida 33143

**ARTICLE IX**  
**CORPORATE MEMBERS**

The Corporation shall have no members.

**ARTICLE X**  
**DISSOLUTION**

- 10.1 Disposition of Assets.** In the event of dissolution of the Corporation and after paying or making provision for the payment of all legal liabilities of the Corporation, all assets of the Corporation shall be distributed, in any manner considered prudent by the Board of Directors, for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the IRC to benefit the inhabitants of the general area of Southeast Florida. 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 XI**  
**AMENDMENTS**

- 11.1 **Amendments.** These Articles of Incorporation may be amended by a two-thirds affirmative vote of the Board of Directors. In no event shall the amendment or restatement of new Articles of Incorporation require approval of any other party.

**ARTICLE XII**  
**EFFECTIVE DATE**

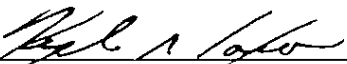
- 12.1 **Effective Date.** These Articles of Incorporation shall become effective on the date they are filed.

**IN WITNESS WHEREOF**, I, the undersigned Incorporator, do hereby 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 Section 817.155, Florida Statutes.

  
\_\_\_\_\_  
William L. Chambers, Incorporator

Date: February 12, 2020

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Kyle R. Saxon, Esq.

Date: February 12, 2020