

Health Horizons Foundation, Inc.

4401 Ponce de Leon Blvd. Coral Gables, FL. 33146
(305) 442-9305

N95 000000 278

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Filing Department

RE: Health Horizons Foundation, Inc.
Acceptance of Registered Agent

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-01/10/95--01097--000
*****78.75 *****78.75

Dear Clerk;

Enclosed please find the Articles of Incorporation for the above named corporation together with a check for the filing fee.

I am herewith also appointing Roberta Fox, Esquire, as the registered agent for said corporation. If there is a special form that you wish for me to sign, please forward the same to me.

Sincerely,

E. Geller
Edmund A. Geller, M.D.

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

I, Roberta Fox, Fox and Gold, P.A., do hereby acknowledge appointment as the registered agent for Health Horizons Foundation, Inc., and accept the same and do hereby accept the appointment of registered agent for Health Horizons Foundation, Inc., and further agree to perform all of the duties of said appointment faithfully and in compliance with all statutes, rules and regulations of the State of Florida.

Roberta Fox
ROBERTA FOX, Registered Agent,
Health Horizons Foundation, Inc.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 11, 1995

EDMUND A. GELLER
4401 PONCE DE LEON BLVD.
CORAL GABLES, FL 33146

SUBJECT: HEALTH HORIZONS FOUNDATION, INC.
Ref. Number: W9500000769

We have received your document for HEALTH HORIZONS FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

USE THE FORM ENCLOSED FOR THE REGISTERED AGENT/

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 (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 595A00001307

Articles of Incorporation

for

Health Horizons Foundation, Inc.

FILED
CLERK OF DISTRICT COURT
JUN 19 PM 1:31

Preamble

We, the undersigned, do hereby associate ourselves under the following articles for purposes of forming a corporation Not for Profit under the laws of the State of Florida.

Article I - Name

The name of the corporation shall be "*Health Horizons Foundation, Inc.*". The principal place of business of the corporation is;

4401 Ponce de Leon Blvd.
Coral Gables, FL. 33146

Article II - Duration

This corporation shall be of perpetual duration.

Article III - Purpose

To promote and encourage the use of preventive medicine as a means to a healthier, happier life for women of all ages; To promote, encourage and, when appropriate, fund scientific research that will investigate new elements of preventive medicine; To apply the results of these research efforts to the practice of preventive medicine for women; To inform the medical community of significant findings by *Health Horizons Foundation, Inc.*; To educate the general public about these findings and how they apply to the individual; To receive and maintain funds and apply the income and principal thereof to promote the use of preventive medicine; To use as a means to that end, scientific research, publications for both medical professionals and the general public, establishment and maintenance of charitable, benevolent and scientific research activities, agencies, institutions and to aid any such activities already established;

And to utilize any other means, activities or agencies which shall further the purposes set forth above.

This corporation is organized exclusively for scientific, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954, including for such purposes as the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the correspondent division of any future United States internal revenue law).

Article IV
General Statement as to Federal Income Tax Consequences

1. At all times, and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law;

A. This corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will or might prevent it at any time from qualifying, and continuing to qualify, as a corporation described in section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter sometimes referred to as "the Code"), contributions to which are tax deductible for federal income tax purposes; nor shall it engage directly or indirectly in any activity which might cause the loss of such qualification.

B. No part of the assets or net earnings of this corporation shall ever be used, nor shall this corporation be organized or operated, for purposes that are not exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c)(3) the Code.

C. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall it participate or intervene in any manner, to any extent, in any political campaign on behalf of any candidate for public office, whether by publishing or distributing statements, or otherwise.

E. At no time shall this corporation engage in any activities which are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on; nor shall it engage in any transaction defined as prohibited under the Internal Revenue Code of 1954.

F. No compensation, loan or other payment shall be paid or made to any officer, director, incorporator of this corporation, or substantial contributor to it, unless such payment is permissible under paragraph H of this article and except as a reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of this corporation; and no part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed to or divided among any such person or persons, or inure to, be sued for; accrue to or to the benefit of any such person or private individual (pursuant to the prohibition contained in section 501(c)(3) of the Code.

G. No solicitations of contributions to this corporation shall be made, and no gift, bequest, or devise to this corporation shall be accepted, upon any condition or limitation which, in the opinion of the corporation, may cause the corporation to lose its exemption from payment of federal income taxes.

H. Notwithstanding any other provisions of these articles, if at any time or times the corporation shall be a "Private Foundation" as defined in section 509 of the code, then during such time or times the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under section 4942 of the Code; Shall not engage in any act of self-dealing, as defined in section 4941 (d) of the Code; Shall not retain any excess business holdings as defined in section 4943 (c) of the Code; Shall not make any investment in any manner as to subject the corporation to tax under section 4944 of the Code; and shall not make any taxable expenditure as defined in section 4945 (d) of the Code.

2. Upon termination, dissolution or winding up of this corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in section 501(C)(3) of the Code, and such organization or organizations shall not be "Private Foundations" within the meaning of the Internal Revenue Code and shall be "publicly supported" within the meaning of the Code.

3. Any references herein to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provision as now or hereafter existing, amended, supplemented, or superseded, as the case may be.

Article V - Election of Directors

The manner in which the directors are to be elected shall be

determined and fixed by the by-laws.

Article VI - Directors

The number of directors constituting the initial board of directors in the corporation is three, and the names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Edmund A. Geller, M.D. President	6280 Sunset Drive, Suite 411 Miami, Fl. 33143
Jordi Dalmau Vice President	4401 Ponce de Leon Blvd. Coral Gables, FL. 33146
Gina A. Hartley Secretary and Treasurer	4401 Ponce de Leon Blvd. Coral Gables, FL. 33146

Article VII - Limitation and Members Liability

The private property of the members of this corporation shall not be liable for its corporate debts.

Article VIII - Non-Stock Corporation

The corporation shall be non-stock, and no dividends or pecuniary benefits shall be declared or paid to the members thereof.

Article IX - Election of Officers

The officers shall be elected by the directors.

Article X - Amendment of Articles

These articles may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, at a

Article XII
Street Address and Designation of Resident Agent

The initial registered office address of the corporation is :

Fox and Gold, P.A.
200 S. Biscayne Blvd., 20th floor, Miami, FL. 33131

and Roberta Fox, Esquire, has been named the corporation's initial resident agent who is located at above address.

Article XII - Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Edmund A. Geller, M.D.
6280 Sunset Drive, #411
Miami, FL. 33143

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on January 4, 1995, in Miami, Dade County, Florida.



Edmund A. Geller, M.D.
Incorporator

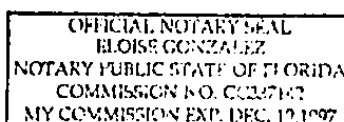
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a Notary Public, personally appeared Edmund A. Geller, M.D. to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on January 4, 1995

(SEAL)



Notary Public, State of Florida at large
My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HEALTH HORIZONS FOUNDATION, INC.

4401 PONCE DE LEON BLVD.
CORAL GABLES, FL. 33146

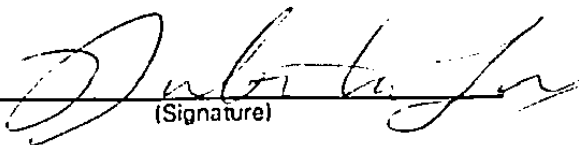
2. The name and address of the registered agent and office is:

ROBERTA FOX, FOX & GOLD, P.A.
(Name)

200 S. BISCAYNE BLVD., 20TH FLOOR
(P.O. Box not acceptable)

MIAMI, FLORIDA 33131
(City/State/Zip)

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 hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

1-4-95
(Date)

55 JAN 19 PM 1:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS