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TALLAHASSEE, FLORIDA

AIDS Resource Council
of S.W. Florida, Inc.
Dr. Robert Schwartz
3677 Central Ave, Ste D
Ft Myers, FL 33901
May 16, 1995

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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To Whom it May Concern:

Please find enclosed an original and two copies of the following:

- Non Profit Articles of Incorporation
- Registered Agent

Also, enclosed is a check in the amount of \$131.25 made payable to the Secretary of State, for Filing Fee, Designation of Registered Agent, Certified Copy, and Certificate under Seal.

Please contact, Roberta Rous at 1-800-789-5278, or myself at the above office address, if you have any questions or comments regarding the above. Thank you for your time and consideration.

Sincerely,


Robert Schwartz

enc.

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ARTICLES OF INCORPORATION
AIDS RESOURCE COUNCIL
OF
SOUTHWEST FLORIDA, INC.

Article I - Name

The name of this Non-Profit Corporation shall be "AIDS Resource Council of Southwest Florida, Inc.".

Article II - Location

The principal place of business and the mailing address of this Corporation shall be 3677 Central Avenue, Suite D, Fort Myers, Florida 33901.

Article III - Purpose

The specific purpose for which the Corporation is organized are to provide Medical treatment, medical research, encourage compassion and meet needs of HIV positive patients, their families, friends and associates; to educate about and prevent HIV in any forum and location.

The purposes for which the AIDS Resource Council of Southwest Florida, Inc. is organized are exclusively charitable, scientific and educational with the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Article IV - Election of Officers

The Corporation shall have the following Officers and/or Directors: President, Vice President, Secretary and Treasurer. The Officers and/or Directors shall be elected annually as directed through the bylaws of this organization.

Article V - Limitation of Corporate Powers

The Corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes.

1. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision

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SOUTHWEST FLORIDA

of any future United States Internal Revenue Law.

Article VI - Initial Registered Agent

The name and street address of the initial registered agent for this Corporation is Patricia W. Racz, 1460 Braman Avenue, Fort Myers, Florida 33901

Article VII - Incorporators

The names and street address of the incorporators for these articles of incorporation are:

Dr. Robert Schwartz
3677 Central Ave, Suite D
Fort Myers, FL 33901

Manolito S. Garcia
1892 Oakley Avenue
Ft Myers, FL 33901

Patricia Racz
1460 Braman Avenue
Ft Myers, FL 33901

Article VIII - Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of 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 a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 purpose.

No amendment provides for an exchange, reclassification or cancellation of issued shares.

The undersigned incorporator has executed these Articles of Incorporation this 15 day of May, 1995.


Robert Schwartz

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

Pursuant to the provisions of section 607.0501, 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: AIDS Resource Council of Southwest Florida, Inc.
2. The name and address of the registered agent and office is:

Patricia W. Racz
1460 Braman Avenue
Ft Myers, FL 33901

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

5/17/95
Date