

# N95000003278

## BROOKS & SIPOS

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ATTORNEYS AT LAW

SUITE 302

250 BIRD ROAD

CORAL GABLES, FLORIDA 33146

PHILLIP R. BROOKS, P.A.  
ANDREW L. SIPOS, JR., P.A.

TELEPHONE (305) 446-7333  
FAX (305) 446-3582

June 30, 1995

FILED  
95 JUL -3 PM 2:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FL 32314

Re: INTERNATIONAL INSTITUTE FOR  
HEALTHCARE AND HUMAN DEVELOPMENT, INC.

Gentlemen:

Enclosed for filing is the articles of incorporation for the above named corporation together with a check in the amount of \$122.50 for the filing, registered agent designation and a certified copy.

Very truly yours,

  
Andrew L. Sipos, Jr.

000001529270  
-07/03/95--01048--013  
\*\*\*\*122.50 \*\*\*\*122.50

ALS/la  
enclosures

NOT  
7/16/95

ARTICLES OF INCORPORATION  
OF  
INTERNATIONAL INSTITUTE FOR HEALTHCARE  
AND HUMAN DEVELOPMENT, INC.  
(A Florida Non-Profit Corporation)

FILED  
95 JUL -3 PM 2:42  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME

The name of this corporation is INTERNATIONAL INSTITUTE FOR HEALTHCARE AND HUMAN DEVELOPMENT, INC.

ARTICLE II.  
STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized for the purposes described pursuant to Florida Corporations Not for Profit Law set forth in Part I of Chapter 617 of the Florida Statutes. No part of any income of the corporation shall be distributed to or inure to the benefit of any member, director or officer of the corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expense incurred for or on behalf of the corporation by any member, director, officer, employee or agent. No substantial part of the activities of the corporation shall be the carrying on of the propaganda, or otherwise attempting to influence legislation, provided, however, that the corporation may elect to incur some lobbying expenses, provided they are within the specific expenditure limits that would not jeopardize its tax exempt status. The corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE III.  
TERM

The corporation shall have perpetual existence.

ARTICLE IV.  
GENERAL AND SPECIFIC PURPOSES

A. The specific and primary purposes for which this corporation is organized is to create a center for research and

demonstration to create a comprehensive resource dedicated to the development of new practices, policies, systems and training programs to improve healthcare delivery and social integration for all persons with disabilities. To accomplish these purposes by (a) developing and testing new inclusionary delivery systems and policies; (b) providing education, training and community awareness to all stakeholders; (c) creating an educational and training resource utilizing new multimedia and telecommunication technologies; (d) creating both a training and development resource for assistive technologies; and (e) developing best practices and technical support for management of new delivery systems.

B. The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

#### ARTICLE V. MEMBERSHIP

A. Directors as Membership. The sole class of members of this corporation shall be its directors.

B. Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets, nor shall any portion of such income, property, or asset be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

#### ARTICLE VI. SUBSCRIBER

The name and residence addressees of the subscriber of this corporation is as follows:

ANDREW L. SIPOS, JR., ESQ.

Suite 302, 250 Bird Road  
Coral Gables, Florida 33146

#### ARTICLE VII.

##### LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

The principal office for the transaction of business of this

corporation shall be located at Suite 302, 250 Bird Road, Coral Gables, Florida 33146. The name of the resident agent at that address upon whom service of process may be served is ANDREW L. SIPOS, JR.

ARTICLE VIII.  
MANAGEMENT OF CORPORATE AFFAIRS

(A) BOARD OF DIRECTORS. The corporation shall have ten (10) directors initially. The number of directors may be increased or decreased by the by-laws, but shall never be less than four (4).

The names and business address of the members of the initial Board of Directors who are to serve until elections of directors are held by the members of this corporation in accordance with the by-laws, are as follows:

NAME	ADDRESS
Jay E. Yourist, Ph.D.	10650 S.W. 137th Street Miami, FL 33176
Andrew L. Sipos, Jr., Esq.	Brooks & Sipos 250 Bird Road, Suite 302 Coral Gables, FL 33146
Joe Krieger	Executive Director, State of Florida Developmental Disability Council 820 East Park Avenue Suite I-100 Tallahassee, FL 32301
Patricia Erwin	Metro Dade County D-SAIL Department Of Human Resources 1335 N.W. 14th Street Miami, FL 33125
William Twomey	2021 Wahalaw Nee Nee Tallahassee, FL 32301
Gordon Deane	American Life And General Insurance Co. 91-93 St. Vincents Street P.O. Box 943 TRINIDAD Port Of Spain WEST INDIES
Michael A. Callender	The Royal Bank of Trinidad and Tobago Ltd., Retail Banking Division, P.O. Box 70, 4th Floor, 55 Independence Square, TRINIDAD Port Of Spain, WEST INDIES

Mary Jane Owen

Executive Director  
National Catholic Office For  
Person's With Disabilities  
P.O. Box 29113  
Washington, D.C. 20017

Donald J. Ross

8630 S.W. 118th Street  
Miami, FL 33156

Elliot Lowenstein, CPA

Lowenstein & Company  
2100 Salzedo Ave. #303  
Coral Gables, FL 33134

(B) CORPORATE OFFICERS. The Board of Directors shall elect the following officers who shall manage the affairs of this corporation:

Executive Director  
Secretary  
Treasurer

and such other officers as the Board of Directors may authorize from time to time in this corporations by-laws. Initially, such officers shall be elected at the organization meeting of the Board of Directors.

ARTICLE IX  
BY-LAW

The Board of Directors provided in Article VII hereof, constituting the initial membership of the Board of Directors, shall adopt such by-laws for the conduct of this corporation's business and the carrying out of its purposes as may be deemed necessary. Thereafter, the by-laws may be amended, altered, rescinded, repealed, and new by-laws may be adopted, by three-fourths vote of the entire membership of the Board of Directors present at a regular or special meeting called for that purpose in accordance with the by-laws then in existence.

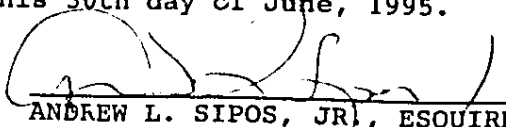
ARTICLE X  
AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by vote of two-thirds of the entire membership of the Board of Directors at any regular or special meeting called for that purposes.

ARTICLE XI  
DISSOLUTION

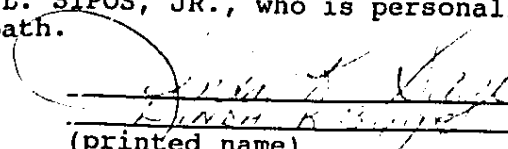
The corporation may be dissolved upon vote of three-fourths of the entire membership of the Board of Directors at any regular or special meeting called by the Board of Directors for that purpose, and by the filing of a petition therefore in the Circuit Court of the Court in the State of Florida in which the principal office of the corporation is located, in accordance with Chapter 617 of the Florida Statutes, as the same may be hereafter amended from time to time. Any assets of the corporation remaining after the payment of all debts and liabilities of the corporation shall be disposed of by the Circuit Court upon petition of the corporation to such organization or organizations as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as said court shall determine.

I THE UNDERSIGNED being the person herein named as subscriber of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 30th day of June, 1995.

  
\_\_\_\_\_  
ANDREW L. SIPOS, JR., ESQUIRE

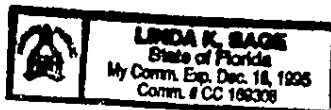
STATE OF FLORIDA)  
                              :SS  
COUNTY OF DADE        )

THE FOREGOING instrument was acknowledged before me this June 30th, 1995 by ANDREW L. SIPOS, JR., who is personally known to me and did not take an oath.

  
\_\_\_\_\_  
(printed name)

NOTARY PUBLIC

Serial No. 10104511

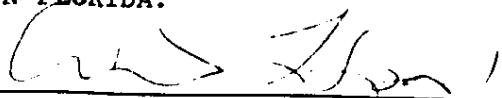


CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED  
55 JUL -3 PM 2:4  
TALLAHASSEE, FLORIDA


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

INTERNATIONAL INSTITUTE FOR HEALTHCARE AND HUMAN DEVELOPMENT,  
INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE  
OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF  
MIAMI, STATE OF FLORIDA, HAS NAMED ANDREW L. SIPOS, JR., LOCATED AT  
250 BIRD ROAD, SUITE 302, CORAL GABLES, FLORIDA 33146, AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS IN FLORIDA.

  
ANDREW L. SIPOS, JR., INCORPORATOR

Dated: June 30, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
ANDREW L. SIPOS, JR., REGISTERED  
AGENT

Dated: June 30, 1995