

N95 00003401

FILED
95 JUL 18 AM 8:23
TALLAHASSEE FLORIDA

TRANSMITTAL LETTER

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

800001530848
-07/06/95--01054--009
***131.25 ***131.25

SUBJECT: Grassroots, Incorporated

Enclosed is an original and one(1) copy of the articles of incorporation and a check for ~~X~~ \$131.25

FROM: Larry K. Williams
924-H Lake Destiny Road
Altamonte Springs FL 32714
407-786-2463

2/95-14085

D. BROWN JUL 1 '9 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1995

LARRY K. WILLIAMS
924-H LAKE DESTINY ROAD
ALTAMONTE SPRINGS, FL 32714

SUBJECT: GRASSROOTS, INC.
Ref. Number: W95000014085

We have received your document for GRASSROOTS, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 595A00033632

MINORITY RESOURCE CENTER, INC.

(A Corporation not for Profit)

Articles of Incorporation

FILED
95 JUL 18 PM 8:23
TALLAHASSEE, FLORIDA

The undersigned pursuant to chapter 617, Florida Statutes, adopt(s) the following articles of incorporation.

ARTICLE I

The name of this organization shall be Minority Resource Center, Inc.
2053 Eastbrook Blvd.
Winter Park, FL 32792

ARTICLE II

Goals and Purposes

- A. The goals of Minority Resource Center, Inc. shall be:
1. To impact the spread of HIV infection among the minority population (minority defined as African American, Hispanic and people from the Carribean); by raising the population's awareness through education and pre and post test counseling.
 2. To facilitate the availability of direct services to the HIV infected population and other specific minority health issues through referral services and education.

3. Reduce school drop out rate and Juvenile delinquency crime among at risk students.

B. The purpose of Minority Resource Center, Inc.

1. To provide case management for HIV infected persons.
2. To provide HIV/AIDS education and outreach to the minority community; minority defined as African American, Hispanic and people from the Carribean, however services will be extended to everyone in need of services offered.
3. To provide HIV pre and post counseling and testing to the minority community.
4. To provide information and referral to HIV infected and affected population.
5. To provide information regarding sexually transmitted diseases.
6. To provide case management and education for at risk drop out students and their families.
7. To develop juvenile delinquency prevention program.
8. To educate targeted population regarding minority health issues.
9. Any lawful purpose.
10. To provide education and cultural diversity training to the general population regarding issues affecting minority populations.

ARTICLE III

Powers

This corporation is to exercise all rights and powers to expedite and carry out all the goals and purpose of this corporation, and as may be determined by the Board of DIRECTORS and subject to the bylaws, to possess all rights, privileges and immunities.

ARTICLE IV

Members

Initial Board of Directors shall solicit members. Membership rights, duties, benefits and obligations will be set forth in the Bylaws. Special membership will be set forth in Bylaws.

ARTICLE V

Non Profit Status

This corporation is organized under a non - profit basis. No member shall be entitled to or receive monetary compensation or share of corporate capital asset. Corporate officers and/or Directors may be compensated as set forth in the Bylaws.

ARTICLE VI

Terms of existence

This corporation not for profit shall have perpetual existence.

ARTICLE VII

Registered Resident Agent

The name of the Registered agent of this corporation at the registered office of this corporation shall be:

Larry K. Williams
924-H Lake Destiny Road
Altamonte Springs, FL 32714

ARTICLE VIII

Incorporator

The name of the incorporators for the corporation are:

Larry K. Williams
924-H Lake Destiny Road
Altamonte Springs, FL 32714

Marie Francois
2053 Eastbrook Blvd.
Winter Park, FL 32792

Conrad Randolph
183 Poinsettia Drive
Kissimmee, FL 34743

ARTICLE IX

Initial Board of Directors

The initial Board of Directors will be appointed by incorporators and shall remain in office until the first annual meeting of which time new elections will take place. The manner in which they will be elected shall be set forth in Bylaws.

1. Xochitle Benitez, 4809 Gorham Ave., Orlando, FL 32807
2. Margaret Smith, 6524 Canterlea Drive, Orlando, FL 32818
3. Samuel B. Ings, 100 S. Hughey, Orlando, FL 32801

4. Jacquelin Daquin 901 W. Mack Street FL 32805
5. Gerard Marcien, 1771 N. Semoran Blvd., Orlando, FL 32807 658-0110
6. _____
7. _____

The Board of Directors shall have the power to make, alter or rescind all such Bylaws and regulations to rule the business of the corporation as will not be consistent with these Articles, or of the laws of the state of Florida. The number of directors may be raised or lowered by amendment of the Bylaws, but shall in no case be less than three.

ARTICLE X

Dissolution

In the event of dissolution, the residual assets of the organization shall be distributed to one or more organizations organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Board of Directors as defined in IRS section 501(c)(3).

ARTICLE XI

Officers

The officers of the corporation shall consist of a President, Vice President and Secretary. Other Officers may be provided in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. Their duties shall be set forth in the Bylaws and responsibilities.

Article XII

Amendments

Amendments to the Bylaws shall be set forth in the Florida Law or Corporate Bylaws.

Article XIII

Any provisions in these articles of corporation that is contrary of Chapter 617 Florida Statutes shall be void. The voiding of that provision shall not act to void any of the provision of articles.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 3rd day of July, 19 95.

Signature(s) of the Incorporator(s)

M. J. Francois

Marie Jose' Francois M.D., M.P.H.
Typed name of incorporator signing

Conrad Randolph
Typed name of incorporator signing

Larry K. Williams

Larry K. Williams
Typed name of incorporator signing

CERTIFICATE OF DESIGNATION
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: Minority Resource Center, Inc.

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

Larry K. Williams

(NAME)

924- H Lake Destiny Road

(P.O. BOX NOT ACCEPTABLE)

Altamonte Springs Florida 32714

(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 Ray E. Williams
DATE 7-3-95

7-3-95 10:23

N9500003401

Country Williams
Requestor's Name

2053 East Brook Blvd
Address

Winter Park, Fla. 32791
City State Zip Phone #

ALICHO1111414
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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1 _____ (Corporation Name) _____ (Document #)
- 2 _____ (Corporation Name) _____ (Document #)
- 3 _____ (Corporation Name) _____ (Document #)
- 4 _____ (Corporation Name) _____ (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <i>1, 2</i>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

55111-9 R113:47

ALL AUG 13 1995

SECRET

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

Minority Resource Center, Inc.

Pursuant to the provisions of section 617-1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation

FIRST: Amendment(s) adopted (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED)

Article 1

The name of this organization shall be : The Center for
Multicultural Wellness and Prevention, Inc.

205 S Las Olas Blvd
Winter Park FL 32792

SECOND: The date of adoption of the amendment(s) was June 15, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval
- There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors

The Center for Multicultural Wellness and Prevention, Inc.
Corporation Name

[Signature]
Signature of Chairman, Vice Chairman, President or other officer

Larry K Williams

Typed or printed name

President

Title

8-8-96

Date

Article V

Non Profit Status

This organization is organized under a non profit basis. Said organization is organized for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization contribution to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article IX

Board of Directors

Germar Martinez (add)
101 Wymore Road
Suite 315
Altamonte Springs FL 32714

Mark Solomon (add)
PO Box 940462
Maitland FL 32794 - 0462