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DIVISION OF CORPORATIONS

ACCOUNT NO. 07210000032

REFERENCE : 823827 99970A

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 70.00

ORDER DATE : January 29, 1996

ORDER TIME : 3:48 PM

ORDER NO. : 823827

CUSTOMER NO: 99970A

400001700754

CUSTOMER: Ms. Bea Contreras
ADAMS & ADAMS

Fifth Floor
66 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: LIFELINES OF SOUTH FLORIDA
INC.

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: TRACY CREWS

EXAMINER'S INITIALS:

T. BROWN JAN 30 1996

FILED
96 JAN 30 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIFELINES OF SOUTH FLORIDA, INC.

FILED
96 JAN 30 PM 1:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Adopted in accordance with Section 617.1007 of
the Florida Not for Profit Corporation Act

ARTICLE I
NAME

The name of the Corporation is Lifelines of South Florida, Inc.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 601 Brickell Key Drive, Suite 901, Miami, Florida, 33131.

ARTICLE III
PURPOSES OF THE CORPORATION

The Corporation is organized and shall operate exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including without limitation supporting, operating for the benefit of, performing the functions of, or carrying out the purposes of Health Foundation of South Florida, Inc. or any organization supported by Health Foundation of South Florida, Inc. which is described in either Section 509(a)(1) or Section 509(a)(2) of the Code.

ARTICLE IV
DIRECTORS

The Board of Directors shall consist of three or more individuals, the exact number of which shall be determined by resolution of the Sole Member. The Board of Directors shall be appointed annually by resolution of the Sole Member.

ARTICLE V
LIMITATIONS

The Corporation may engage in all activities consistent with its purpose set forth in Article III, subject to the following limitations:

A. The Corporation shall not lobby, carry on propaganda or otherwise attempt to influence legislation except to the extent permitted under the Code.

B. The Corporation shall not participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for political office.

C. No part of the Corporation's net earnings shall inure to the benefit of its trustees, officers or other private persons, except that the Corporation may pay reasonable amounts for goods and services provided to it and may make other payments in furtherance of its purposes set forth in Article III.

D. The Corporation shall not carry on any activity not permitted to be carried on by an organization (i) exempt from federal income tax under Section 501(c)(3) of the Code and (ii) contributions to which are deductible under Sections 170, 2055 and 2522 of the Code.

ARTICLE VI MEMBERSHIP

The Corporation shall have a sole member, which shall be Health Foundation of South Florida, Inc. (the "Sole Member").

ARTICLE VII REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is 66 West Flagler Street, 5th Floor, Miami, Florida, 33130, and the name of its registered agent at that address is Richard B. Adams, Jr.

ARTICLE VIII SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is John H. O'Neil, Jr., 601 Brickell Key Drive, Suite 901, Miami, Florida, 33131.

ARTICLE IX BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested solely in the Sole Member.

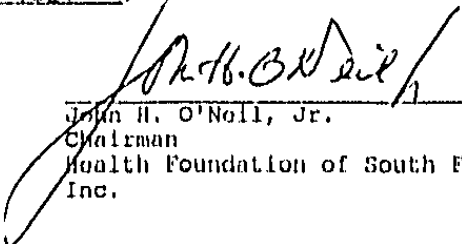
ARTICLE X AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation shall be amended only by resolution of the Sole Member.

ARTICLE XI DISSOLUTION

Upon the dissolution of the Corporation, its net assets shall be distributed to Health Foundation of South Florida, Inc. if it then qualifies as an organization described in Section 501(c)(3) of the Code or, if it does not so qualify, to an organization described in Section 501(c)(3) of the Code which is similar in purpose to the Corporation.

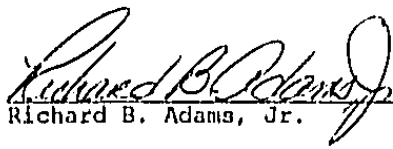
IN WITNESS WHEREOF, the undersigned has executed these Articles of
Incorporation this 7th day of December, 1995.



John H. O'Neill, Jr.
Chairman
Health Foundation of South Florida,
Inc.

ACCEPTANCE

I hereby agree to act as Registered Agent for Lifelines of South
Florida, Inc. as stated in the foregoing Articles of Incorporation of said
corporation.



Richard B. Adams, Jr.

Lifelines Young Professionals of South Florida, Inc.

Mission Statement

Lifelines Young Professionals of South Florida, Inc. exists solely for charitable, scientific and educational purposes in support of the Health Foundation of South Florida, Inc., or any other organizations supported by the Health Foundation of South Florida, Inc. Lifelines' mission is to raise awareness of and funds for the programs of the Health Foundation of South Florida, Inc.