

N96000000840

DENNIS J. MCGLOTHIN, P.A.

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FIRST FLOOR  
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February 13, 1996

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

000001714980  
-02/14/96--01078--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: HIV Pastoral Care Network

Dear Sir/Madam:

Enclosed, with reference to the above, please find an original and one (1) copy of the Articles of Incorporation of HIV Pastoral Care Network and a check in the amount of \$122.50.

Please file the original Articles of Incorporation and return a certified copy in the envelope provided. If additional information is needed, please do not hesitate to contact me.

Very truly yours,

  
Dennis J. McGlothin

DJM/kc

Encls.

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**ARTICLES OF INCORPORATION  
OF  
HIV PASTORAL CARE NETWORK, INC.**

The undersigned, acting as the incorporator of HIV PASTORAL CARE NETWORK, INC. adopts the following article of incorporation:

**ARTICLE I - NAME**

The name of this Corporation is HIV PASTORAL CARE NETWORK, INC. (the "Corporation").

**ARTICLE II - TERM**

The Corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

**ARTICLE III - INCORPORATOR**

The names and addresses of the incorporator is as follows:.

<u>Name</u>	<u>Address</u>
Dennis J. McGlothlin	727 N.E. 3rd Avenue Suite 101 Fort Lauderdale, FL 33304

**ARTICLE IV - PRINCIPLE OFFICE**

The principle office and mailing address of the corporation is 727 N.E. 3rd Ave. Suite 101, Fort Lauderdale, Florida 33304.

#### **ARTICLE V - PURPOSE**

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within 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 VI - ACTIVITIES NOT PERMITTED**

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 of any future United States Internal Revenue law.

#### **ARTICLE VII - DECLARATION AND DISTRIBUTION OF ASSETS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth above.

Upon the dissolution of the Corporation or the winding up of its affairs, and after paying or making provision for the payment of all liabilities of the Corporation, the assets of the Corporation shall be distributed as determined by the board of directors (the "Directors") of the Corporation, to any charitable, educational, religious, or scientific organizations that qualify for tax exemption under Section 501 (c)(3) of the Internal Revenue Code of 1986, and its regulations, as they exist or as they may hereafter be amended, or any corresponding provisions of any subsequent federal tax laws. If a qualified organization cannot be agreed upon by the Directors, the Directors shall transfer all of the assets of the Corporation to a court of competent jurisdiction for disposition.

## **ARTICLE VIII - BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by the Bylaws but shall never be less than less (3). The manner in which the directors are to be elected or appointed is as stated in the Bylaws.

## **ARTICLE IX - MEMBERS**

The Corporation shall have no members. Any action that would otherwise require the approval of members shall require only the approval of the Board of Directors. All rights that would otherwise vest in shareholders or members under applicable provisions of the Florida Not-For-Profit Corporation Act shall vest in the Directors of the Corporation.

## **ARTICLE X - INDEMNIFICATION**

Every person who now is or hereafter shall be a director or officer of the Corporation shall be indemnified by the Corporation to the fullest extent now or hereafter permitted by law.

## **ARTICLE XI - BYLAWS**

The Board of Directors of the Corporation may provide for such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as such Bylaws may be amended, altered, or rescinded by the affirmative majority vote of the Directors in office at any annual or regular meeting, or any special meeting call for that purpose.

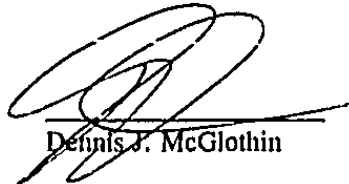
## ARTICLES XII- AMENDMENTS

An amendment to these Articles of Incorporation may be adopted at any annual or regular meeting, or any special meeting called for that purpose, of the Board of Directors by the affirmative vote of the Directors then in office.

## ARTICLES XIII - INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent of this Corporation is Dennis J. McGlothin, 727 N.E. 3rd Avenue, Suite 101, Fort Lauderdale, Florida 33304.

IN WITNESS WHEREOF, the undersigned have made, subscribed, and acknowledge these Articles of Incorporation on the 13 Day of Feb, 1996, for the purpose of forming this not-for-profit Corporation under the laws of the State of Florida.



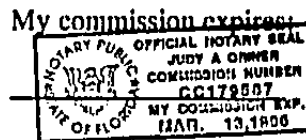
Dennis J. McGlothin

STATE OF FLORIDA}  
COUNTY OF BROWARD}

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DIVISION OF CORPORATIONS  
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The foregoing instruments before me this 13 Day of February, 1996 Dennis J. McGlothlin, 727 N.E. 3rd Ave. Suite 101, Fort Lauderdale, Florida, Incorporator of HIV PASTORAL CARE NETWORK, INC., a Florida Not-for-Profit Corporation, on behalf of the corporation. The Incorporators are personally known by me did not take an oath.

*Judy A. Gainer*  
Notary Public  
State of Florida



Having been named to accept service of process for HIV PASTORAL CARE NETWORK, INC., at the place designated in the foregoing Article of Incorporation, I hereby certify I am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper to the and complete performance of my duties as registered agent for said corporation.

Dated this 13<sup>th</sup> day of February, 1996

*[Signature]*  
Dennis J. McGlothlin  
Registered Agent