

3/20/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS, 138 WEST 26TH AVE.

STATE OF FLORIDA, MIAMI FL 33054-- 03-

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((H96000004015))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: HEALTH FOUNTAIN COMMUNITY DEVELOPMENT CORPORATION

FAX AUDIT NUMBER: H96000004015

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/25



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

March 21, 1996

D. FINEST LIMO INC.

MIAMI, FL

SUBJECT: HEALTH FOUNTAINE COMMUNITY DEVELOPMENT CORPORATION
REF: W96000006160

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

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The effective date is not acceptable since it is not within five working days of the date of receipt.

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If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000004015
Letter Number: 096A00013110

2000 MAR 21 10 11 AM

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION OF
HEALTH FOUNTAINE COMMUNITY DEVELOPMENT CORPORATION
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be Health Fountaine Community Development Corporation.

The principal address of the corporation at the time of incorporation is 13850 NW 26th Avenue, Miami, Florida 33054 County of Dade, State of Florida.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence on the 24th, day of March, 1996.

ARTICLE III. PURPOSE

(a) The general purposes for which this corporation is organized are: to conduct or financially support revenue generating business with the purpose of the economic and social development of the North Dade County area, controlled by residents of the, North Dade County area and committed to enhancing community well being; to develop business and economic institutions within the North Dade County area to increase the income of the area's residents; to develop more skilled human and technical resources than presently available in the North Dade County area; to stimulate through economic development, the economic, physical and fiscal health of the North Dade County area, thereby increasing its desirability as a place to live and work.

(b) The general nature and purposes of this corporation shall be exclusively charitable within the meaning of section 501(c) (3) of the Internal Revenue Code.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.021 of the Florida Not For Profit Corporation Act, provided, however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) of this Article III.

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ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons, as from time to time hereinafter, may become members in the manner prescribed by the bylaws.

ARTICLE V. REGISTERED OFFICE AND REGISTERED

The street address of the corporation's initial registered office is 13850 NW 26th Avenue, Miami, Florida 33054, County of Dade, Florida, and the name of the corporation's initial registered agent at such address is Victoria Inwang.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
Victoria Inwang	13850 NW 26th. Avenue Miami, Florida 33054
Victor Patrick	1172 NE 196 Street Miami, Florida 33179
Emmanuel Etin	19501 E. County Club Drive Miami, Florida 33180

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This corporation is organized under a nonstock basis. This corporation is not for profit corporation as defined by members of the corporation.

The Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors or managers, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

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PREPARED BY: DFL CORP., 13850 NW 26 AVE, MIAMI, FL. (305) 687-1663

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of number not less than three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the board of directors.

(b) Election of Directors. The method of electing directors shall be as set forth in the bylaws.

(c) Elective Officers. The officers of this corporation shall be a president, a vice-president, a secretary, and a treasurer. Other offices and officers may be established or appointed by the members of this corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

(d) The names of the persons who are to serve as officers of this corporation until the first meeting of the Board of Directors are:

<u>Names</u>	<u>Officers</u>
Victoria Inwang	President
Victor Patrick	Vice President\ Secretary
Emmanuel Etin	Treasurer

(e) Standing Committees. This corporation will have at least two standing committees, as follows: The Board of Directors will elect annually, from its members, an executive committee of three persons and an admission committee of three persons. The powers and duties of these committees shall be as specified in the bylaws. Other committees, and their powers and duties, may be specified in the bylaws or may be appointed from time to time by the Board of Directors.

ARTICLE IX. INCORPORATORS

The name and address of the incorporator are as follows:

NAME	ADDRESS
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Victoria Inwang	13850 NW 26th, Avenue Miami, Florida 33054
Victor Patrick	1172 NE 196 Street Miami, Florida 33179
Emmanuel Elin	19501 E. County Club Drive Miami, Florida 33180

ARTICLE X. INCOME FROM PUBLIC EVENTS

The corporation intends to apply for tax-exempt status. If this corporation holds any events in which members of the general public are invited to participation for fee, the net proceeds if any, attributable to such participation by nonmember will be paid over to an organization that is exempt from federal income tax under the Section 501 (c) (3) of the internal revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. such bylaws may be amended, repealed, in whole or in part, by vote of the members or by the directors in the manner provided in the bylaws. Any amendments to bylaws shall be binding on all members of this corporation.

ARTICLE XII. AMENDMENT OF ARTICLES

Amendment to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendment may be adopted by a vote of at least two-thirds of quorum of the voting .

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

If corporation will seek tax-exempt status under the Internal Revenue Code 1986, state: In the event of dissolution, the residual assets of the corporation will be turned over to one or organizations which themselves are exempt as organizations described in Sections 501 (c) (3) or 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes. 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.

PREPARED BY: DPT. CORP., 13850 NW 26 AVE, MIAMI, FL. (305) 687-1663

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Victoria Inwang

State Florida)SS
County Of Dade

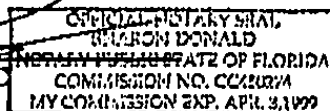
Before Me, A Notary Public Authorized To Take Acknowledgments In The State And County Set
Forth Above, Personally Appeared Victoria Inwang.


Victoria Inwang

Known To Me And Known To Be Person (s) Who Executed The Foregoing Article Of
Incorporation, And Who Acknowledged Before Me That Victoria Inwang, executed these Articles
Of Incorporation.

In Witness Whereof, I Have Hereunto Affixed My Hand And Seal, In The State And County
Aforesaid This 15th Day Of March, 1996.


NOTARY PUBLIC



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

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In pursuance of chapter 607.34, Florida Statute, the following is submitted, in compliance with said act:

First that **HEALTH FOUNTAINE COMMUNITY DEVELOPMENT CORPORATION**, desires to organize under the laws of the State of Florida with its principal office as indicated in Article of Incorporation in the City of Miami, County of Dade, State of Florida, has named Victoria Inwang as its agent to accept service of process within the state.

ACKNOWLEDGMENT:

Having been named to accept service for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act., relative to keeping said office.


Victoria Inwang
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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