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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: COHEN, CHASE, HOFFMAN & TRAUTMAN, P.

DEPARTMENT OF STATE

9400 S DADELAND BLVD

STATE OF FLORIDA

SUITE 600

409 EAST GAINES STREET

MIAMI FL 33156-

TALLAHASSEE, FL 32399

CONTACT: MARY W KURLANSIK

FAX: (904) 922-4000

PHONE: (305) 670-0201

FAX: (305) 670-6152

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: M. POWER HEALTH CARE SYSTEMS, INC.

FAX AUDIT NUMBER: H96000005286

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ARTICLES OF INCORPORATION

OF

M. POWER HEALTH CARE SYSTEMS, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)

THE UNDERSIGNED forms a not for profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and hereby certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be M. Power Health Care Systems, Inc.

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ARTICLE II

MAILING ADDRESS OF CORPORATION

The principal place of business and mailing address of the Corporation is 7990 S.W. 117th Avenue, Miami, Florida 33183.

ARTICLE III

PURPOSES OF CORPORATION

3.1 PURPOSES.

The purposes of the Corporation shall be:

3.1.1 to form an association to enhance the quality of life and benefit the public by the promotion and provision of efficient and quality health care through the

This instrument prepared by:  
Mark Schwimmer, Esquire - FBN: 290017  
COHEN, CHASE, HOFFMAN & TRAUTMAN, P.A.  
9400 South Dadeland Boulevard, Suite 600  
Miami, Florida 33156  
(305) 670-0201

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establishment, operation, management, administration, ownership and involvement in various health care plans and other activities;

3.1-2 to solicit and raise funds through private sources, and to receive by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation;

3.1-3 to do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

3.1-4 to engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of the State of Florida.

#### ARTICLE IV

##### POWERS

This Corporation shall possess and exercise all powers and privileges conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation Act.

#### ARTICLE V

##### LIMITATIONS

The Corporation is a not for profit corporation as defined in Section 617.01401 of the Florida Not For Profit Corporation Act. As such, it is not organized for the pecuniary gain or profit of, and neither its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VI

DIRECTORS

The power of the Corporation shall be exercised, its properties controlled, and its affairs managed by a Board of Directors consisting of no less than three (3) Directors, which number may be increased from time to time as provided in the Corporation's Bylaws. The method of election and appointment of the Directors of the Corporation shall be as set forth in the Corporation's Bylaws.

The names and residential addresses of the persons who are to serve as the initial Directors are:

<u>NAME</u>	<u>ADDRESS</u>
William I. Grossman	13700 S.W. 103rd Place Miami, Florida 33176
Antonio Castro	240 Hampton Lane Key Biscayne, Florida 33149
Donna Quaint	12205 S.W. 263rd Road Terrace Miami, Florida 33032

ARTICLE VII

MEMBERS

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the rules regarding termination and/or transfer of membership shall be as set forth in the Bylaws of the Corporation.

**ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

William I. Grossman  
7990 S.W. 117th Avenue  
Miami, Florida 33183

**ARTICLE IX**

**INCORPORATOR**

The name and address of the Incorporator of the Corporation is as follows:

William I. Grossman  
7990 S.W. 117th Avenue  
Miami, Florida 33183

**ARTICLE X**

**COMMENCEMENT AND DURATION**

This Corporation shall commence its corporate existence on the date these Articles of Incorporation are filed by the Department of State. The Corporation shall have perpetual duration unless dissolved according to law.

**ARTICLE XI**

**BYLAWS**

The power to make, alter, amend, repeal or adopt the Bylaws of the Corporation shall be vested in the Board of Directors of the Corporation.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend, or repeal these Articles of Incorporation shall be vested in the Board of Directors of the Corporation.

THE UNDERSIGNED Incorporator, for the purpose of forming this not for profit Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

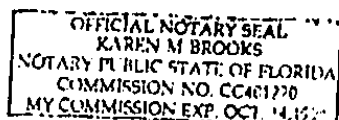
DATED:

W. I. Grossman  
WILLIAM I. GROSSMAN

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

SWORN TO AND SUBSCRIBED before me this 12 day of APRIL, 1996, by  
WILLIAM I. GROSSMAN, who:

- ☒ is personally known to me;  
☐ produced a current driver's license as identification; or  
☐ produced \_\_\_\_\_ as  
identification.



Karen M. Brooks  
Signature of Notary  
KAREN M. BROOKS  
Printed Name of Notary

ACCEPTANCE

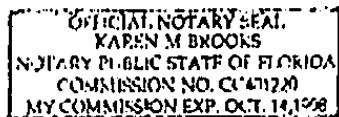
I, WILLIAM I. GROSSMAN, agree to act as initial Registered Agent for M. Power Health Care Systems, Inc., a not for profit corporation, as stated in the Articles of Incorporation of said Corporation.


  
WILLIAM I. GROSSMAN

STATE OF FLORIDA     )  
                                  ) SS.  
COUNTY OF DADE     )

SWORN TO AND SUBSCRIBED before me this 12 day of APRIL 1996 by  
WILLIAM I. GROSSMAN, who:

- ☒ is personally known to me;
- ☐ produced a current driver's license as identification; or
- ☐ produced \_\_\_\_\_ as  
identification.



  
Signature of Notary  
KAREN M. BROOKS  
Printed Name of Notary

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APR 15 PM 5:57  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304