

N^o 9600000 2031
TRANSMITTAL LETTER

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

FILED
APR 11 AM 9:55
TALLAHASSEE, FLORIDA

SUBJECT: THE CENTER FOR POSITIVE CONNECTIONS, INC.

(Proposed corporate name - must include suffix)

STATE OF FLORIDA
04/11/96 - 01104 - 015
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

- | | | | |
|---|----------------------------------|-----------------------------------|--|
| <input checked="" type="checkbox"/> \$70.00 | <input type="checkbox"/> \$78.75 | <input type="checkbox"/> \$122.50 | <input type="checkbox"/> \$131.25 |
| Filing Fee | Filing Fee & Certificate | Filing Fee & Certified Copy | Filing Fee, Certified Copy & Certificate |

FROM: BRION BLACKWELDER, ESQUIRE
Name (Printed or typed)

C/O NOVA CIVIL LAW CLINIC - 3305 COLLEGE AVENUE
Address

FORT LAUDERDALE, FLORIDA 33314
City, State & Zip

(954) 452-6138

Daytime Telephone number

F. CHESLER APR 16 1996

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
THE CENTER FOR POSITIVE CONNECTIONS, INC.
a Florida Corporation Not For Profit

FILED
05 FEB 11 AM 9:55
TALLAHASSEE, FLORIDA

The undersigned, as the incorporator of The Center for Positive Connections, Inc., a Florida not-for-profit corporation (the "Corporation"), hereby adopts and files these Articles of Incorporation in accordance with Chapter 617, Florida Statutes.

ARTICLE I
NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of the corporation is **THE CENTER FOR POSITIVE CONNECTIONS, INC.** It's principal office and mailing address is c/o APP Pharmacy Wellness Center 656 N.E. 125th Street, Suite 2, North Miami, Florida 33161.

ARTICLE II
ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III
PURPOSE

The purposes for which this Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code § 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The specific purpose for which the corporation is organized is to provide services such as education, information, and psycho-social support on Human Immunodeficiency Virus Infection (HIV) related issues, by providing support & resources, such as support groups, social programs, educational seminars, referrals, peer counseling and outreach, agency cooperation, and an extensive resource library.

C. This Corporation is a not-for-profit corporation pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to members, directors, or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not-for-profit corporation described in Code § 501(c)(3) and 170(c)(2) as specified below.

E. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable, or literary purposes, which at the time of such dissolution, qualify as an exempt organization under Code §501(c)(3), 170(c)(2) and 509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the County of Dade or any other governmental agency for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the members of the Corporation, either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

ARTICLE IV
DURATION

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE V
POWERS

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE VI
DIRECTORS

The manner in which the Board of Directors will be appointed, elected, and hold office shall be as set forth in the By-laws of this Corporation, but, at no time shall there be less than three (3) directors.

ARTICLE VII
INCORPORATION

The name and address of the incorporator of this Corporation is:

Sheri Kaplan
656 N.E. 125th Street, Suite 222
North Miami, Florida 33161

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is Nova Southeastern Civil Law Clinic, 3305 College Avenue, Fort Lauderdale, Florida 33314, and the name of the initial registered agent of this Corporation at that address is: BRION BLACKWELDER, Esquire.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors, and the By-Laws shall be hereby adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X
AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the By-Laws to a quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the Board of Directors of the Corporation at a meeting in which a quorum exists.

ARTICLE XI
MANAGEMENT OF CORPORATE AFFAIRS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-Laws of the Corporation. This Corporation shall have seven (7) directors initially. The number of the directors may either be increased or decreased from time to time as provided in the By-Laws, but shall never be less than three (3).

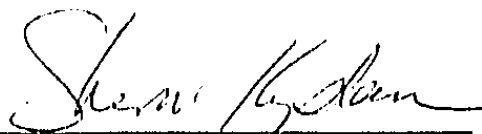
ARTICLE XII
MEMBERS

This Corporation shall have no capital stock. This Corporation shall have members with such rights as provided in the By-Laws of the Corporation.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation
this 8th day of April, 1996.

THE CENTER FOR POSITIVE CONNECTIONS

BY:


Sheri Kaplan, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for THE CENTER FOR POSITIVE CONNECTIONS, INC., a not-for-profit Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, 1, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT:

Brion Blackwelder

Brion Blackwelder, Esquire
NOVA SOUTHEASTERN CIVIL LAW CLINIC
3305 College Avenue
Fort Lauderdale, Florida 33314

Dated: April 8th, 1996

FILED
SEP 11 AM 9:55
TALLAHASSEE, FLORIDA