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6/13/96 FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS FROM: ACE INDUSTRIES, INC.  
DEPARTMENT OF STATE 54 NW 11TH ST  
STATE OF FLORIDA  
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(((H96000008293))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: HEALTHENOMICS, INC.  
FAX AUDIT NUMBER: H96000008293  
DATE REQUESTED: 06/13/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 6  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 12:04:14  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 070744001530

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**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morthem**  
**Secretary of State**

June 13, 1996

**ACE INDUSTRIES, INC.**

**MIAMI, FL 33136**

**SUBJECT: HEALTHENOMICS, INC.**  
**REF: W96000012672**

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

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Loria Poole  
Corporate Secretary

**FAX Aud. #: W96000008293**  
**Letter Number: 199600000111**

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**ARTICLES OF INCORPORATION**

**OF**

**HEALTHENOMICS, INC.**

**A Florida Not-For-Profit Corporation**

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95 JAN 13 PM 6:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporators of a Corporation pursuant to Chapter 617, Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I: NAME**

The name of the corporation, hereinafter called "the Corporation" shall be HEALTHENOMICS, INC.

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 1540 NW 124th Street, North Miami, Florida 33167.

**ARTICLE III: DURATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE**

The purposes for which the Corporation is organized are to operate exclusively for any charitable, educational, cultural, and scientific purposes and activities for which a not for profit corporation may be organized and operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue Code.

Such purposes shall include educating and counseling of the indigent and disadvantaged aged, toddlers, children, and youth, and others who are identified as underprivileged, disadvantaged, or infirm, who suffer from chronic diseases or illnesses requiring education or re-education with regard to diet, medications, treatments, physical therapy, and changes in lifestyle.

To develop patient understanding, knowledge, and comprehension by providing practical knowledge regarding their illnesses, diseases, handicaps, medications, preventable complications and necessary lifestyle changes that may be required to

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Miami, FL 33136  
305-696-0571

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reduce recurrences and readmissions to hospitals, nursing homes, and convalescent and rehabilitation centers.

To provide such patient education and knowledge at diverse locations, such as their homes; in a classroom setting at our facilities; or prior to discharge from an accredited, acute care hospital, nursing home, convalescent or rehabilitation facility.

The provision of such knowledge and education will improve their comprehension, quality of life, and promote the management of healthy lifestyles.

Where transport problems or limited mobility exist, staff of Healthnomics, Inc., will interact to provide home or facility visits to provide services to patients, or family or other caregivers.

When opportunity permits, training, apprenticeship, and employment shall be available and offered to qualified personnel desirous of participating in this area of health care.

#### ARTICLE V: POWERS

A. Pursuant to such purposes, the Corporation may conduct activities on its own behalf and it may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code as restricted herein.

B. As a means incidental to accomplishing its purposes, the Corporation shall have all of those powers granted to such a Corporation by the laws of the State of Florida, including but not limited to the following:

1. To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or descriptions and wherever situated;

2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law;

3. To borrow money but only as authorized by its Board of Directors, and from time to time, to make, accept, endorse, execute, and issue bonds,

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debentures, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated;

4. To invest or reinvest its funds in such stocks, bonds debentures, mortgages or other investments of securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a Corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (1) a State of Florida not for profit corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, (or the corresponding provisions of any future United States Internal Revenue Law) or by (2) corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to directors, officers or other private individuals, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof, and the Corporation is authorized and empowered to provide reimbursement for expenditures

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or the payment of reasonable compensation for services rendered without it being deemed to be a distribution of income or principal.

E. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing of statements) any campaign on behalf of any candidate for public office.

#### ARTICLE VI: MEMBERSHIP

The Corporation shall be a nonmembership organization.

#### ARTICLE VII: BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of the directors may be increased from time to time in accordance with the bylaws, but shall never be less than <sup>three</sup> ~~two~~. Directors shall be elected as provided in the bylaws.

The names and addresses of the initial Board of Directors who shall serve until otherwise determined at the first annual meeting of the Board of Directors shall be as follows:

DOROTHY McMAHON  
1540 N.W. 124th STREET  
N. MIAMI, FLORIDA 33167

Denise McMahon  
1540 NW 124th Street  
N. Miami, Florida 33167

Dorothy Dunn  
1604 NW 27th Avenue  
Miami, Florida 33142

#### ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 1540 NW 124th Street, Miami, Florida 33167 and the name of the initial registered agent of this corporation at that address is Denise McMahon.

#### ARTICLE IX: INCORPORATORS

The names and addresses of the incorporators of the Corporation are:

Denise McMahon  
1540 NW 124th Street  
N. Miami, Florida 33167

Dorothy Dunn  
1604 NW 27th Avenue  
Miami, Florida 33142

#### ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, all of the assets of the Corporation, after payment of all liabilities of the Corporation shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, by the Board of

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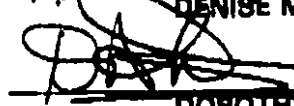
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Directors, exclusively to one or more organizations described in Sections 501(c)(3) and 509(a)(12) of the Internal Revenue Code of 1986, as amended. Any such assets not disposed of by the Board of Directors shall be disposed of by said Circuit Court to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI: AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of those present, provided that notice of the intention to submit amendments shall have been given as provided by the bylaws.

IN WITNESS WHEREOF, I have signed and acknowledged these Articles of Incorporation on this \_\_\_\_ day of April, 1996.

  
DENISE MC MAHON  
  
DOROTHY DUNN


STATE OF FLORIDA }  
COUNTY OF DADE }

The foregoing instrument was acknowledged before me this \_\_\_\_ day of April, 1996, by DENISE MC MAHON and DOROTHY DUNN, who personally appeared before me at the time of notarization, and who are personally known to me or who has produced a Florida Driver's License as identification and who did take an oath.

(NOTARY SEAL)

SIGN:   
NOTARY PUBLIC

PRINT:

 JAMES L. PERRY  
STATE OF FLORIDA  
Notary Public  
Expires Aug. 26, 1997  
Bonded by AMS  
200-002-0070

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

First: That HEALTHENOMICS, INC., desiring to organize under the laws of the  
State of Florida with its principal office, as indicated in the Articles of Incorporation  
at the City of Miami, County of Dade, State of Florida, has named **DENISE  
MCMAHON**, located at 1540 NW 124th Street, City of North Miami, County of Dade,  
State of Florida, as its agent to accept service of process for the above stated  
corporation at the place designated in this certificate.

**ACCEPTANCE OF AGENT:**

**ACKNOWLEDGEMENT**

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

BY:

*Denise McMahon*  
DENISE MC MAHON

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96 JUN 13 PM 6:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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