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10-10-96

Steven G. Murty, Esq.

777 Brickell Ave. #1114

Miami, FL 33131

373-6400D

VALIDATION ONLY

10 OCT 1996 11:25 AM
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

The Florida Alliance for
Quality Care, Inc.



Empire Toll Free: 1-800-432-3028

FILED
96 OCT 14 PM 1:25
TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |

REC'D
96 OCT 14 PM 9:00
DIVISION OF CORPORATION

CERTIFIED COPY

Name
Availability
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Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

**ARTICLES OF INCORPORATION
OF
The Florida Alliance For Quality Care, Inc.
a Florida Nonprofit Corporation**

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96 OCT 14 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of this Corporation is as follows: The Florida Alliance for Quality Care, Inc.

ARTICLE II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation is: 5255 N.W. 87 Avenue
Suite 400
Miami, Florida 33178

The mailing address of this Corporation is: same as principal office
address listed above

ARTICLE III

GENERAL AND SPECIFIC PURPOSES

The purpose for which the Corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

- A. The Corporation is incorporated as a nonprofit corporation, organized exclusively for charitable, scientific, literary, and educational purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter 617 of the Florida Statutes and within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

- B To operate exclusively in any other manner for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws.
- C The specific purpose for which the Corporation is organized is to serve as a statewide strategic alliance of charitable, not for profit organizations, dedicated to providing quality, customer oriented and community based, long term care services.
- D In furtherance of these purposes the Corporation may exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

ARTICLE IV

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE V

EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 purposes set forth in Article III.
- B. No member, director, or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
- C. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

- D Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- E Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, or that are not in furtherance of any non-tax exempt purposes pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

STOCK

The Corporation is to be organized on a non-stock basis.

ARTICLE VII

MEMBERSHIP

The qualifications for members and the manner of their admission, their rights, duties, and obligations, if any, shall be regulated by the Bylaws for this Corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future

United States Internal Revenue Law), as the Board of Directors shall determine. Such assets may also be distributed to the Federal Government, or to a state or local government for public use. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, to such organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

SUBSCRIBERS

The names and residence addresses of the Incorporations of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jose R. Fox	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178
Fred Buchholtz	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178
Sue Spitz	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178
Kathy Arrant	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178

ARTICLE X

MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The Corporation shall be governed by a Board of Directors which shall consist of such numbers of directors as may be fixed from time to time by the Board of Directors of the Corporation as provided for in the Bylaws, but in no event shall the Board of Directors of the

Corporation consist of fewer than three (3) directors.

- B The initial Directors shall be the Incorporators described in Article IX Elections and appointments of Directors shall be held in the manner, and at such time as proscribed in the Bylaws of the Corporation. In the event that a vacancy occurs during the term of any Director on the Board of Directors of this Corporation, whether caused by resignation, removal, or death of any such Director, or for any reason whatsoever, such vacancy shall be filled in at such time and in such manner as proscribed in the Bylaws.
- C Officers: The Officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected at such time and in such manner as may be proscribed by the Bylaws. The names and addresses of each initial officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Jose R. Fox	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178
Vice President	Fred Buchholtz	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178
Secretary	Sue Spitz	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178
Treasurer	Kathy Arrant	5255 N.W. 87 Avenue Suite 400 Miami, Florida 33178

ARTICLE XI

REGISTERED AGENT AND OFFICE

The name of the Corporation's registered agent is: Jose R. Fox, President & C.E.O.

The address of the registered agent is: 5255 N.W. 87 Avenue
Suite 400
Miami, Florida 33178

The property of this Corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be had by two-thirds vote of the Board of Directors at any regular scheduled meeting of the Board, after the Amendment has been proposed at a prior meeting of the Board of Directors. This Article supersedes the procedures set forth in Section 617.1002, as amended, Florida Statutes.

ARTICLE XIV
~~AMENDMENT TO THE BYLAWS~~

The Board of Directors shall have the power to adopt, alter, or amend the Bylaws of this Corporation, or adopt new Bylaws.

WE, the Undersigned, being the Subscribers and Incorporators of this Corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2 day of October, 1996.

WITNESSED BY:

Kaduna & Enugu

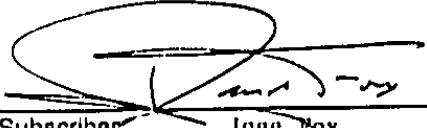
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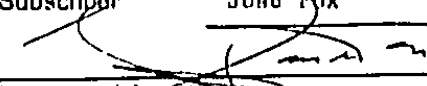
Subscriber

Jose Fox

Subscriber

Subscriber



Subscriber John Fox


Registered Agent John Fox

STATE OF FLORIDA
COUNTY OF DADE

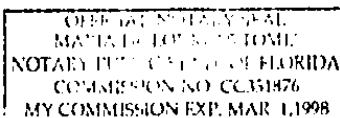
BEFORE ME, the undersigned authority, personally appeared and
_____, to me known to be the persons who executed the foregoing Articles of
Incorporation and they acknowledged to and before me that they executed such
instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st
day of October, 1996.

My Commission Expires:



Notary Public



**CERTIFICATE DESIGNATING RESIDENT AGENT
(Pursuant to Chapter 48.091, Florida Statutes)**

FILED
96 OCT 14 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE FLORIDA ALLIANCE FOR QUALITY CARE, INC., a Nonprofit Corporation, desiring to organize under the Laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, in Dade County, Florida, has named **JOSE FOX**, 5255 N.W. 87th Avenue, Suite 400, Miami, Florida 33138, as its agent to accept service of process within this State.

ACCEPTANCE

I, **JOSE FOX**, having been named to accept service of process for the above-stated Nonprofit Corporation, at the place designated herein above, do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: _____

JOSE FOX