

N/96000005783

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
(904) 222-0331 FAX

800-342-8086



PRINCIPAL, HALL
TITLE & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 127122 9473A

AUTHORIZATION :

Patricia Pajute

COST LIMIT : \$ 70.00

ORDER DATE : October 21, 1996

ORDER TIME : 2:14 PM

ORDER NO. : 127122-005

800001982018---4

CUSTOMER NO: 9473A

CUSTOMER: Ms. Annie D. Elias
PAMELA J. REYNOLDS, P.A.

2655 Lejeune Road
Penthouse 1-d
Miami, FL 33134

DOMESTIC FILING

NAME: MOTHERS' VOICES OF SOUTH
FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Helentjaris

EXAMINER'S INITIALS:

*W-22404
KR 10-22
11-13-96*

FILED
96 OCT 21 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 21 PM 3:33
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 22, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: MOTHERS' VOICES OF SOUTH FLORIDA, INC.
Ref. Number: W96000022404

RESUBMIT
Please give original
submission date as file date.

We have received your document for MOTHERS' VOICES OF SOUTH FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 296A00048546

ARTICLES OF INCORPORATION
OF
MOTHERS' VOICES OF SOUTH FLORIDA, INC.
a Florida Not for Profit Corporation

FILED
96 OCT 21 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of Mothers' Voices of South Florida, under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Corporation is:

MOTHERS' VOICES OF SOUTH FLORIDA, INC.

and the principal place of business is:

555 N.E. 34 St., No. 1503
Miami, Florida 33137

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

This Corporation is formed for the purpose as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") including for such purposes, the making of distributions for organizations which qualify as tax-exempt organizations.

Within the scope of the foregoing, the object of this Corporation and its purposes are solely benevolent. Its primary purpose is serve as a coordination, information, and educational resource for mothers, family members, loved ones, and all persons affected by HIV/AIDS disease. It will link affected individuals with the appropriate means for research, support, and care while offering a venue of empowerment through education, volunteerism, community development, and political advocacy.

ARTICLE IV. ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code.

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and 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.

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed to Mothers' Voices, Inc., a not-for-profit corporation organized under the laws of the State of New York, or if this organization has dissolved or is no longer qualified as a 501^c not-for-profit

organization, to one or more charitable, religious, scientific or educational organizations which would then qualify under the provisions of Section 501^c of the Code and its regulations.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 555 N.E. 34 St., No. 1503, Miami, FL 33137 and the name of the Corporation's initial registered agent at that address is Barbara Gaynor.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The Corporation shall have five (5) directors initially elected or appointed in accordance with the bylaws. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than five.

The Corporation shall have two (2) classes of voting members:

CLASS A: Class A members shall be directors and shall be entitled to vote.

CLASS B: Class B members shall not be entitled to vote.

ARTICLE VIII. INDEMNIFICATION

Every person who now is, hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including attorney fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceeding, or

at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may not or hereafter be entitled as a matter of law.

ARTICLE IX. MEMBERSHIP

The membership of this Corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the Corporation, the different classes of membership, the property voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE X. INCORPORATOR

The name and street address of the incorporator is:

Barbara Gaynor
555 N.E. 34th St., No. 1503
Miami, FL 33137

ARTICLE XI. BYLAWS

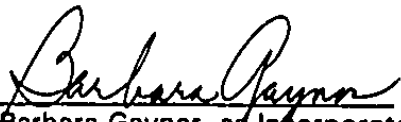
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors. Upon notice properly given, the Bylaws may be amended, altered or

repealed by a majority vote of the Directors present at any regular or special meeting called for the purpose, subject to any limitations set forth under the Florida Not For Profit Corporation Act.

ARTICLE XII. AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on members are subject to this reservation. The amendment may be proposed by any member of the Corporation. Every amendment shall be unanimously approved by an affirmative vote of the Board of Directors.

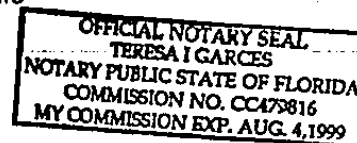
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of September 1996.


Barbara Gaynor, as Incorporator

STATE OF FLORIDA)
) § §
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of Sept, 1996, by Barbara Gaynor, who is personally known to me or has produced her Florida Drivers License as evidence of her identity.


Print Name: TERESA I. GARCÉS
Notary Public



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Mothers' Voices of South Florida, Inc. in the foregoing Articles of Incorporation, I hereby agree to accept service of process for said Corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

BY: Barbara Gaynor
Barbara Gaynor

FILED
96 OCT 21 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96 000005783

PAMELA J. REYNOLDS, P.A.
ATTORNEY AND COUNSELOR AT LAW
GABLES INTERNATIONAL PLAZA
PENTHOUSE 10
2055 LE JEUNE ROAD
CORAL GABLES (MIAMI), FLORIDA 33134

PAMELA J. REYNOLDS
NICOLAS FERNANDEZ, P.A.
OF COUNSEL

TEL. (305) 461-0550
FAX. (305) 461-0540

September 12, 1997

State of Florida
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32312

Re: **Articles of Amendment
Mothers' Voices of South Florida, Inc.**

Dear Sirs:

Enclosed please find the original Article of Amendment along with a check made payable to the Secretary of State in the amount of \$35.00 representing filing fee of same.

Also, enclosed is a Xerox copy of the article which requires the "FILED", Secretary of State imprint stamp. I have enclosed a self-addressed stamped envelope for your convenience.

Prompt return is required for purposes of forwarding copies to the Internal Revenue Service.

If you have any questions, please do not hesitate to contact our office.

Sincerely,

Anna O. Elias
Secretary to Ms. Reynolds

ADE:
Enclosure

FILED
97 SEP 23 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

900002302059--8
-09/24/97--01050--024
*****35.00 *****35.00

RECEIVED
97 SEP 15 AM 9:35
DIVISION OF CORPORATIONS

SEP 23 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1997

ANNIE D. ELIAS
PAMELA J. REYNOLDS, P.A.
2655 LE JEUNE ROAD, PENTHOUSE ID
CORAL GABLES, FL 33134

SUBJECT: MOTHERS' VOICES OF SOUTH FLORIDA, INC.
Ref. Number: N96000005783

We have received your document for MOTHERS' VOICES OF SOUTH FLORIDA, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

If you have any questions concerning this matter, please either respond in writing or call (850) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 097A00046007

904-487-6050
904-487-6905

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
MOTHERS' VOICES OF SOUTH FLORIDA, INC.
a Florida Not-For-Profit Corporation

FILED

97 SEP 23 PM 3:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V of The Articles of Incorporation of Mothers' Voices of South Florida, Inc., a Florida Not-For-Profit Corporation, hereinafter referred to as the "Corporation," is amended to read as follows:

ARTICLE V. DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and 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.

Upon the dissolution of the organization, all property and assets shall be distributed to Mothers' Voices, Inc., a New York not-for-profit corporation, if in existence and if exempt under section 501(c)(3) of the Internal Revenue Code. If the named recipient is not in existence or not exempt under section 501(c)(3) of the Internal Revenue Code, all property and assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of the Court of Common Pleas of the county in which the principal office of the organization is then located.

** Please change the Article with the Document is being filed under 607.1003 to 617.1008
☒ Member Entitled to Vote: 9/2/97 Date Adopted
☐ No Members or No Members Entitled to Vote: _____ Date Adopted by Board

exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing Amendment to the Articles of Incorporation of the Corporation was duly adopted and approved pursuant to Article XII of those Articles and Section 617.1006 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Amendment this 9th day of September 1997.

Mothers' Voices of South Florida, Inc.
a Florida Not-For-Profit Corporation

Attest:

By Barbara Gaynor
Barbara Gaynor, President

STATE OF Florida)
COUNTY OF Dade) SS:

The foregoing instrument was acknowledged before me this 9 day of September, 1997 by Barbara Gaynor, as President of Mothers' Voices of South Florida, Inc., a Florida corporation, who are personally known to me or who have produced as identification and who did (did not) take an oath.

Pamela J. Reynolds
NOTARY PUBLIC, State of Florida
at Large

PAMELA J. REYNOLDS
Print Name:

My commission expires



Pamela J. Reynolds
My Commission CC607221
Expires December 11, 2000