

79600006191

MICHAEL S. STEINGER, P.A.
2817 E. OAKLAND PARK BLVD., SUITE 302
FT. LAUDERDALE, FL 33308
(954) 537-2020
FAX: (954) 564-7443

December 4, 1996

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

300002025049--5
-12/10/96--01127--023
****183.75 ****183.75

RE: AMERICAN AIDS FOUNDATION, INC.
A NONPROFIT CORPORATION

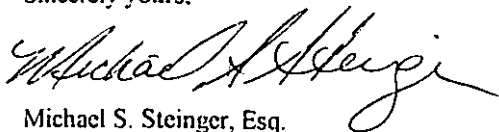
Dear Ms. Agnes Lunt:

Enclosed please find the following:

1. The original Articles of Incorporation for American AIDS Foundation, Inc., a not for profit corporation formed under the Florida Not For Profit Corporation Act.
2. A certificate of designation of registered agent/registered office signed by the registered agent.
3. Two (2) copies of the Articles of Incorporation for certification.
4. A check in the amount of \$183.75 which should cover the following expenses:
 - a) incorporation fee of \$70.00
 - b) two (2) certified copies of the articles of incorporation @ \$52.50 each
 - c) a certificate of status at a cost of \$8.75
- 5 A pre-paid return Federal Express envelope and airbill.

Please complete the filing of these documents as soon as possible. Once executed, please use the pre-paid Federal Express return envelope to forward these documents to me. Should you have any questions, or require any further information, please do not hesitate to contact me. Again, thank you for your assistance in this matter.

Sincerely yours,


Michael S. Steinger, Esq.

/MSS
Enclosures

AL DEC - 5 1996

FILED
96 DEC - 5 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AMERICAN AIDS FOUNDATION, INC.
A NONPROFIT CORPORATION

FILED
96 DEC -5 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned incorporator hereby adopts the following Articles of Incorporation which shall become effective on January 1, 1997:

ARTICLE 1 - NAME

The name of this Corporation is **AMERICAN AIDS FOUNDATION, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - INITIAL PRINCIPAL OFFICE

The address of the initial principle office and the registered office of the Corporation is 2817 E. Oakland Park Blvd., Suite 302, Ft. Lauderdale, Florida 33306.

ARTICLE 3 - PURPOSE

The purpose for which this Corporation is organized is the formation and operation of hospitals, community health centers, and medical research and education organizations whose main functions are providing hospital or medical care, medical research and medical education to the public.

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall insure to the benefit of or be distributable to its directors, officers or other private persons except that this 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 this article.

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

Notwithstanding any other provision of these articles, this corporation shall 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 Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 4 - TERM

This Corporation shall exist perpetually.

ARTICLE 5 - INCORPORATOR

The name and street address of the INCORPORATOR of this Corporation is:

Michael S. Steinger, Esq.
2817 E. Oakland Park Blvd., Suite 302
Ft. Lauderdale, Florida 33306

ARTICLE 6 - OFFICERS

The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the bylaws.

ARTICLE 7 - DIRECTORS

This Corporation shall have a Board of Directors elected in accordance with its bylaws. The number of directors shall be prescribed in the bylaws from time to time, but at no time shall be less than three (3) in number.

ARTICLE 8 - BYLAWS

The bylaws of the Corporation shall be adopted by the Board of Directors.

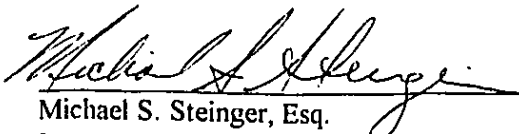
ARTICLE 9 - AMENDMENTS

An amendment to these articles may be proposed by the Board of Directors.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent for this Corporation is Michael S. Steinger, Esq. and initial registered office is located at 2817 E. Oakland Park Blvd., Suite 302, Ft. Lauderdale, Florida 33306.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 4 October 1996.


Michael S. Steinger, Esq.
Incorporator

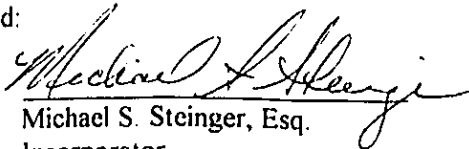
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is American AIDS Foundation, Inc.
2. The name and address of the registered agent and office of the Corporation is:

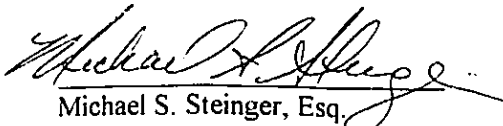
Michael S. Steinger, Esq.
2817 E. Oakland Park Blvd., Suite 302
Ft. Lauderdale, Florida 33306

Signed:


Michael S. Steinger, Esq.
Incorporator

FILED
96 DEC -5 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Michael S. Steinger, Esq.
4 December 1996

N96000006191



ACCOUNT NO. : 072100000022

REFERENCE : 311344 3378A

AUTHORIZATION :

COST LIMIT : \$ 612.50

ORDER DATE : March 28, 1997

ORDER TIME : 10:28 AM

ORDER NO. : 311344-005

CUSTOMER NO: 3378A

CUSTOMER: David F. Hanley, Esq
Brinkley Mcnerney Morgan
Suite 1800
200 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

Amend

400002127424--2
-03/28/97--01102--004
***612.50 ***612.50

DOMESTIC AMENDMENT FILING

NAME: AMERICAN AIDS FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

11 CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILED
97 MAR 28 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/31/97
10:28 AM
10:28 AM
10:28 AM

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
AMERICAN AIDS FOUNDATION, INC.**

FILED
97 MAR 28 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes (1995), this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The first Paragraph of Article 3 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE 3 - PURPOSE

The purpose for which this corporation is organized is for charitable purposes to provide hospital or medical care to the public through the operation of out-patient clinics and particularly for the treatment of persons afflicted with AIDS or the AIDS virus.

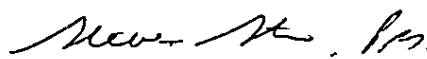
SECOND: The third Paragraph of Article 3 of the Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that this 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 this article.

THIRD: The date of the amendment's adoption is January 1, 1997.

FOURTH: The amendment was adopted by the board of directors on January 1, 1997, without member action because the Corporation has no members.

Signed this 20 day of March, 1997.



STEVEN STEINER, President

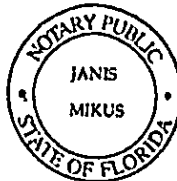
STATE OF FLORIDA
COUNTY OF BROWARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, appeared STEVEN STEINER, as President of American AIDS Foundation, Inc., who is personally known to me and who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Amendment to Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 20th day of March, 1997.


Notary Public, State Of Florida

My Commission expires:



P:\WPFILES\CAROL\MECCA\ARTAMEND.FRM

OFFICIAL NOTARY SEAL
COMMISSION NO. CC610613
MY COMMISSION EXP. FEB. 1, 2001



THE UNITED STATES
CORPORATION
COMPANY

N96000006191

ACCOUNT NO. : 072100000032

REFERENCE : 411493 3378A

AUTHORIZATION :

Patricia Pyjette

COST LIMIT : \$ 1,662.50

ORDER DATE : June 2, 1997

ORDER TIME : 10:09 AM

ORDER NO. : 411493-005

CUSTOMER NO: 3378A

CUSTOMER: Ms. Sherry D. Mcmillan
Brinkley Mcnerney Morgan
Suite 1800
200 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

800002197668--5

DOMESTIC AMENDMENT FILING

NAME: AMERICAN AIDS FOUNDATION, INC.

XX ARTICLES OF AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX - 25 CERTIFIED COPY OF NAME CHANGE AMENDMENTS
XX - 36 CERTIFICATE OF GOOD STANDINGS **

**PLEASE HAVE THE CERTIFICATIONS INDICATE THAT THIS IS
NOT FOR PROFIT COMPANY!! THANKS!

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

97 JUN -2 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

6/2

John
name change
CC 25
CUS 36
97 JUN -2 PM 4:33

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
AMERICAN AIDS FOUNDATION, INC.

FILED
97 JUN -2 PH 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1002, Florida Statutes (1995), this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article I is hereby amended to read as follows:

ARTICLE I - NAME

The name of this Corporation shall be RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC. (hereinafter, "Corporation").

SECOND: The date of the amendment's adoption is May 29, 1997.

THIRD: The amendment was adopted by the board of directors on May 29, 1997, without member action because the Corporation has no members.

Signed this 29 day of May, 1997.


Steven Steiner, President

N960000006191

ARTICLES OF MERGER
Merger Sheet

MERGING:

COMMUNITY HEALTHCARE OF BROWARD, INC., a Florida corporation,
N97000000037

INTO

RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC., a Florida
corporation, N96000006191

File date: October 8, 1997

Corporate Specialist: Joy Moon-French

Account number: 072100000032

Account charged: 122.50

N96000006191



ACCOUNT NO. : 072100000032

REFERENCE : 557583 3378A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pizub

ORDER DATE : October 8, 1997

ORDER TIME : 9:43 AM

ORDER NO. : 557583-005

900002314889--4

CUSTOMER NO: 3378A

CUSTOMER: Ms. Sherry D. Mcmillan
Brinkley Mcnerney Morgan
Suite 1800
200 E. Las Olas Boulevard
Fort Lauderdale, FL 33301

ARTICLES OF MERGER

COMMUNITY HEALTHCARE OF
BROWARD, INC.

INTO

RYAN WHITE FOUNDATION FOR
MEDICAL TREATMENT, INC.

FILED
97 OCT -8 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

10/9 *Jon*
merger
C.C.

6

FILED

57 OCT -8 PM 4: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The undersigned, being the Presidents of **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.**, a Florida Not For Profit corporation, and **COMMUNITY HEALTHCARE OF BROWARD, INC.**, a Florida Not For Profit corporation, hereby execute these Articles of Merger, which shall be filed in the office of the Florida Department of State.

ARTICLE I

A copy of the Plan of Merger is attached as Exhibit "A".

ARTICLE II

The Plan of Merger was adopted by **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.**, by unanimous written action of the three-person Board of Directors on October 1, 1997, in lieu of a Special Meeting. No member action is required because **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** has no members.

The Plan of Merger was adopted by **COMMUNITY HEALTHCARE OF BROWARD, INC.**, by unanimous written action of the three-person Board of Directors on October 1, 1997, in lieu of a Special Meeting. No member action is required because **COMMUNITY HEALTHCARE OF BROWARD, INC.** has no members.

ARTICLE III

The merger shall have an effective date of October 1, 1997.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on October 1, 1997.

**RYAN WHITE FOUNDATION FOR MEDICAL
TREATMENT, INC.,**
a Florida Not For Profit Corporation

By: *Steven Steiner, Pres.*
Steven Steiner, President

**COMMUNITY HEALTHCARE OF BROWARD,
INC.,** a Florida Not For Profit corporation

By: *Richard Meekins*
Richard Meekins, President

EXHIBIT "A"

**PLAN OF MERGER
OF RYAN WHITE FOUNDATION FOR MEDICAL
TREATMENT, INC. AND COMMUNITY
HEALTHCARE OF BROWARD, INC.**

This is a Plan of Merger between **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.**, a Florida Not For Profit corporation, and **COMMUNITY HEALTHCARE OF BROWARD, INC.**, a Florida Not For Profit corporation.

**ARTICLE I
Constituent Corporations**

The name of each constituent corporation is **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.**, a Florida Not For Profit corporation, and **COMMUNITY HEALTHCARE OF BROWARD, INC.**, a Florida Not For Profit corporation.

**ARTICLE II
Merger**

Pursuant to §617.1107, Florida Statutes, **COMMUNITY HEALTHCARE OF BROWARD, INC.** shall be merged into **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** (the "Merger").

**ARTICLE III
Surviving Corporation**

RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC. shall be the surviving corporation of the Merger.

**ARTICLE IV
Articles of Incorporation**

The Articles of Incorporation of **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.**, as in effect immediately prior to the Merger, shall not be changed by the Merger and shall continue to be its Articles of Incorporation subsequent to the Merger.

ARTICLE V
Directors and Officers

The directors and officers of **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** immediately prior to the Merger shall continue to be the directors and officers immediately following the Merger.

ARTICLE VI
Members

Neither **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** nor **COMMUNITY HEALTHCARE OF BROWARD, INC.** has members prior to the Merger, and **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** shall continue to have no members following the Merger.

ARTICLE VII
Assets And Liabilities

On the effective date of the Merger, the separate existence of **COMMUNITY HEALTHCARE OF BROWARD, INC.** ("Merging Corporation") shall cease and **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** shall, without further action, possess all of its rights and privileges immediately preceding the Merger. All assets of any nature of **COMMUNITY HEALTHCARE OF BROWARD, INC.** shall, without further action, be vested in **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** immediately following the Merger. Following the Merger, **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** shall be responsible for all liabilities and obligations of **COMMUNITY HEALTHCARE OF BROWARD, INC.** Any claim existing or action or proceeding pending against **COMMUNITY HEALTHCARE OF BROWARD, INC.** may be continued as if the Merger did not occur or **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** may be substituted for **COMMUNITY HEALTHCARE OF BROWARD, INC.** in any such proceeding. Neither the rights of creditors nor any liens upon the property of **COMMUNITY HEALTHCARE OF BROWARD, INC.** shall be impaired by the Merger.

ARTICLE VIII
Effective Date


The Merger shall be effective upon the date specified in the Articles of Merger.

ARTICLE IX
Abandonment

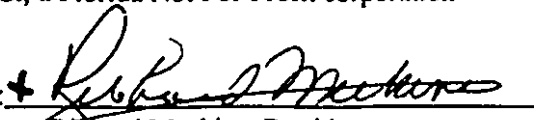
Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of **RYAN WHITE FOUNDATION FOR MEDICAL TREATMENT, INC.** or the Board of Directors of **COMMUNITY HEALTHCARE OF BROWARD, INC.** at any time prior to the filing of Articles of Merger.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on October 1, 1997.

**RYAN WHITE FOUNDATION FOR MEDICAL
TREATMENT, INC.,**
a Florida Not For Profit Corporation

By: 
Steven Steiner, President

**COMMUNITY HEALTHCARE OF BROWARD,
INC.,** a Florida Not For Profit corporation

By: 
Richard Meekins, President

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