

7.

HOLLAND & KNIGHT
Requestor's Name
15 SOUTH CALHOUN STREET
Tallahassee, Florida 32301
City/State/Zip Phone #
224-7000

9700006278

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The PPGM Foundation, Inc.
(Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #) 300002339419--1
-11/06/97--01001--002
****122.50 ****122.50
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 NOV -5 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 NOV -5 PM 2:52
DIVISION OF CORPORATION

W97-25157
K. Rolfe NOV 5 1997

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

RECEIVED
97 NOV -6 PM 2:35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

November 5, 1997

HOLLAND & KNIGHT
315 S CALHOUN STREET
TALLAHASSEE, FL 32301

SUBJECT: THE PPGM FOUNDATION, INC.
Ref. Number: W97000025175

We have received your document for THE PPGM FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 697A00053604

FILED

97 NOV -6 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PPGM FOUNDATION, INC.

We, the undersigned, acting as the incorporator of The PPGM Foundation, Inc. adopts the following Articles of Incorporation for such corporation pursuant to chapter 617, Florida Statutes.

ARTICLE I

Name

The name of the corporation is The PPGM Foundation, Inc. (the "Corporation").

ARTICLE II

Address

The address of the corporation's principal office is 2900 Bridgeport Avenue, Suite 320, Coconut Grove, FL 33133-3606.

ARTICLE III

Duration and Commencement

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Secretary of State.

ARTICLE IV

Purposes

The Corporation is organized exclusively for charitable, religious, educational, literary or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. The specific and exclusive purpose of the Corporation is to operate for the benefit of, perform the functions of, or to carry out the purposes of Planned Parenthood of Greater Miami, Inc., an organization described by Section 501(c)(3) and by either Section 509(a)(1) or Section 509(a)(2) of the Code. In carrying out the foregoing purpose and within the scope thereof, the Corporation is specifically organized and empowered:

To carry out any and all of the purposes of Planned Parenthood of Greater Miami, Inc. as set forth in the Articles of Incorporation of Planned Parenthood of Greater Miami, Inc.;

To promote in that manner the educational and social welfare of the citizens of Dade County, Florida, and the citizens of the State of Florida;

To accept, hold, administer, invest and disburse for such purposes or for other scientific, educational, literary, charitable or religious purposes, such funds as may from time to time be given to it by any person, persons or corporations; and receive gifts from, and make financial and other types of contributions and assistance to, scientific, educational, literary, charitable and religious organizations; and

To engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and of the United States.

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, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or the corresponding section of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future United States Internal Revenue Law.

ARTICLE V

Members

The Corporation shall have one or more classes of members as provided in the By-Laws of the Corporation. The only members of the Corporation entitled to vote shall be the same persons as the directors of the Corporation. The number of classes of members, the qualifications and rights of each class of members, and the manner and selection of the members shall otherwise all be provided in the By-Laws of the Corporation. The Corporation shall not issue capital stock.

ARTICLE VI

Directors

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the By-laws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the By-Laws of the Corporation.

ARTICLE VII

Initial Directors

The number of directors constituting the initial Board of Directors is three. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
Victoria Cohen	One Grove Isle Drive, #1205 Coconut Grove, FL 33133
Lisa D. Napier	100 SE 2nd Street, #2500 Miami, FL 33131
Jean D. Shehan	7800 Red Road, #224 South Miami, FL 33143

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles of Incorporation as the incorporator are:

Morris H. Miller
Suite 600
315 South Calhoun Street
Tallahassee, FL 32301

ARTICLE IX

Initial Registered Office and Agent

The name of the initial registered agent of the Corporation is Intrastate Registered Agent Corporation and the street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE X

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.

ARTICLE XI

Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to Planned Parenthood of Greater Miami, Inc. if it then qualifies for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law. If Planned Parenthood of Greater Miami, Inc. is then not so exempt, all of such assets will be distributed to one or more organizations that do then qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law having purposes substantially similar to Planned Parenthood of Greater Miami, Inc. as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in

which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 10th day of November, 1997.



Morris H. Miller

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


Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted:

That The PPGM Foundation, Inc., desiring to organize under the
laws of the State of Florida with its initial registered office at
701 Brickell Avenue, Suite 3000, Miami, Florida 33131, as indicated
in the Articles of Incorporation, has named Intrastate Registered
Agent Corporation as its agent to accept service of process within
this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
corporation named above, at the place designated in this
certificate, the undersigned agrees to act in that capacity and to
comply with the provisions of the Florida Business Corporation Act
and Chapter 617, Florida Statutes, relative to keeping open the
registered office.

INTRASTATE REGISTERED AGENT
CORPORATION


Morris H. Miller,
Vice President

FILED
97 NOV -6 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAS1-286541.4