



Northwest Dade Center

Providing Bilingual Mental Health Services For:
Elderly-Adults-Teens-Children

FILED

97 NOV - 3 PM 3:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Accredited by the Joint Commission on Accreditation of Healthcare Organizations

October 31, 1997

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

500002336565--8
-11/03/97-01130-003
****122.50 ****122.50

Re: Filing of Articles of Incorporation for Northwest Dade Center, Inc.

To Whom It May Concern:

Enclosed please find one (1) original set of the Articles of Incorporation for Northwest Dade Center, Inc. We have also enclosed our Check No. 019875 in the amount of \$122.50 which will cover the fee of filing the Articles and obtaining a certified copy of same.

We kindly request that you forward a Certified Copy of the Articles at your earliest convenience. Thank you in advance for your assistance and cooperation.

Sincerely,

Elena M. Bosquez
for Mario E. Jardon, L.C.S.W.
President and C.E.O.

MEJ/emb
Enclosures

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Rosa
AUTHORIZATION BY PHONE TO
CORRECT *Article IV*
DATE *11/11/97*
DOC. # *11130*

W97-25781
Rosa

4175 West 20th Avenue • Hialeah, Florida 33012-5875 • (305) 825-0300



A United Way Supported Agency



**ARTICLES OF INCORPORATION OF
NORTHWEST DADE CENTER, INC.**

(A Florida Corporation, not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that we, the undersigned, all being of full legal age, do hereby associate ourselves for the purpose of forming a non-profit Corporation under and by virtue of Chapter 617 of the laws of the State of Florida, and further certify that:

ARTICLE I
NAME OF CORPORATION AND LOCATION OF PRINCIPAL OFFICE

The name of this corporation is NORTHWEST DADE CENTER, INC., A Florida corporation, not for profit. Its principal office of business shall be at 4175 West 20th Avenue, Hialeah, Florida 33012, with branch offices at such places as the Board of Directors may from time to time by resolution provide.

ARTICLE II
TERM

This corporation shall have perpetual existence unless terminated sooner in accordance with the laws of the State of Florida.

ARTICLE III
PURPOSE

This corporation is formed for such purposes as will qualify it is an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

Within the scope of foregoing, the corporation is specifically organized:

- (a) To seek and receive donations, grants, fees, contributions, and other sources of funding necessary to provide comprehensive mental health services.
- (b) To provide elderly persons, disabled persons and low income families with housing facilities and services specially designed to meet their physical, social, and psychological needs, and to promote their health, security, happiness, and usefulness of longer living, the charges for such facilities and services to be predicated upon the provision, maintenance, and operation thereof on a nonprofit basis.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV **ACTIVITIES**

The corporation is empowered:

- (a) To buy, own, sell, assign, mortgage, or lease any interest in real estate and personal property and to construct, maintain, and operate improvements there on necessary or incident to the accomplishment of the purpose set forth in Article III hereof, but solely in connection with projects assisted under Section 202 of the National Housing Act of 1959, as amended.
- (b) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

- (c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Secretary of Housing and Urban Development, and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing under Section 202 of the Housing Act of 1959. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development.

Notwithstanding any other provision of these articles, this Corporation will not carry on any other activities not permitted to be carried on by: (a) 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, (b) a corporation, contributions to which are deductible under Section 170 (C)(1) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Law.

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 effecting on 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.

In the event of the dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than the fair market

value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization of organizations created and operated for nonprofit purposes similar to those of the Corporation, other than one created for religious purposes, PROVIDED, however, that the Corporation shall at all times have the power to convey any or all of its property to the Secretary of Housing and Urban Development.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

Board of Directors. The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation may be increased or diminished from time to time by the By-Laws, but shall never be less than a minimum number of seven (7) directors. The manner of election of the directors shall be stated in the bylaws.

The Directors shall serve without compensation.

Membership in the Corporation, shall, at all times, be limited to individuals who are: Directors of Citrus Health Network, Inc. In the event that a member of the Corporation ceases to be a Director of Citrus Health Network, Inc., then such action shall constitute automatic resignation as a member and director of the Corporation. No nonmember of the Corporation may act as a director (trustee).

The officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The Directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one (1) year. The Board of Directors shall elect the following officers: Chair, Vice-Chair, Treasurer, and Secretary, who may be one and the same person, and such other officers as the By-Laws of the Corporation may authorize, from time to

time, the Directors to elect. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. The annual meeting shall be held in October of each year.

Annual meetings shall be held at the principal office of the Corporation, or at such other places as the Board of Directors may designate from time to time by resolution.

ARTICLE VII **SUBSCRIBERS AND INITIAL DIRECTORS**

The names and addresses of the Subscribers and Initial Directors of these Article of Incorporation are:

Carlos Castellon	4175 West 20 Avenue, Hialeah, Fl. 33012
Caridad Castro	4175 West 20 Avenue, Hialeah, Fl. 33012
Maria Roca	4175 West 20 Avenue, Hialeah, Fl. 33012
Ruth Tinsman	4175 West 20 Avenue, Hialeah, Fl. 33012

ARTICLE VIII **BY-LAWS**

The Board of Directors of this Corporation may provide such By-Laws for the conduct of the Business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time, so long as they are not inconsistent with the provisions of these Articles or of the Regulatory Agreement between the Corporation and the Secretary of Housing and Urban Development.

ARTICLE IX **AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment to these Articles of Incorporation may be proposed by any member of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the

majority of the Board of Directors. So long as a mortgage on the Corporation's property is held by the Secretary of Housing and Urban Development, these Articles may not be amended without the prior written approval of the said Secretary.

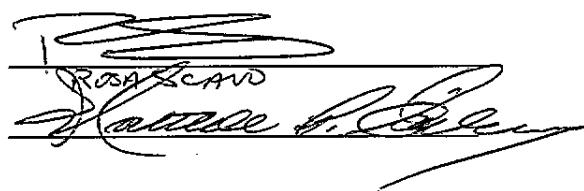
ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

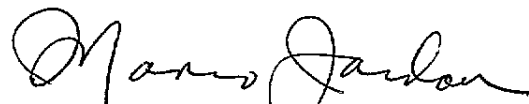
The name and address of the initial registered agent of this Corporation is Mario E. Jardon, 4175 West 20th Avenue, Hialeah, Florida, 33012.

ARTICLE XI
INCORPORATOR

The name and street address of the incorporator is Mario E. Jardon, 4175 West 20th Avenue, Hialeah, Florida 33012.

IN WITNESS WHEREOF, the undersigned has made, subscribed, and acknowledged these Amended Articles of Incorporation on this 31st day of October, 1997, for the purposes of adopting said Amended Articles of Incorporation under the laws of the State of Florida.


Notary Public


Mario E. Jardon, L.C.S.W.
Subscriber

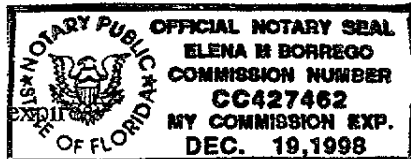
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this 31st day of October, 1997, before me, a Notary Public for the State of Florida, personally appeared MARIO E. JARDON personally known to me to be the person who executed the foregoing instrument as Subscriber to the Articles of

Incorporation of NORTHWEST DADE CENTER, INC., and acknowledged to and before me

that he signed and executed such instrument for the uses and purposes therein stated. **FILED**
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IN WITNESS WHEREOF, I have hereunto set my hand and seal, this 31st day of October, 1997. **SECRETARY OF STATE**
TALLAHASSEE, FLORIDA



My commission expires

Elena M. Borrego
Notary Public Elena M. Borrego

Having been named to accept service and process for NORTHWEST DADE CENTER, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Mario E. Jardon
Mario E. Jardon, L.C.S.W.
Registered Agent