

N97000006943

Director's Name  
Health Comm. Network  
10619 W. Atlantic Blvd #38  
Coral Springs, FL 33071  
City/State/Zip Phone #

FILED  
97 DEC 15 PM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

1. (Corporation Name) (Document #) 700002371827-6  
2. (Corporation Name) (Document #)  
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| NEW FILINGS |                   |
|-------------|-------------------|
|             | Profit            |
|             | NonProfit         |
|             | Limited Liability |
|             | Domestication     |
|             | Other             |

| AMENDMENTS |  |
|------------|--|
|            | Amendment                              |
|            | Resignation of R.A., Officer/ Director |
|            | Change of Registered Agent             |
|            | Dissolution/Withdrawal                 |
|            | Merger                                 |

| OTHER FILINGS |                  |
|---------------|------------------|
|               | Annual Report    |
|               | Fictitious Name  |
|               | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
|                                | Foreign             |
|                                | Limited Partnership |
|                                | Reinstatement       |
|                                | Trademark           |
|                                | Other               |

F. CHESSEY DEC 15 1997

**ARTICLES OF INCORPORATION**  
**OF**  
**Health Communications Network, Inc.**  
**A Not-for-Profit Corporation**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporation not-for-profit, under the following Charter:

**ARTICLE I - NAME**

The name of this corporation shall be the **Health Communications Network, Inc.** The office of this corporation shall be located in Broward County, State of Florida.

**ARTICLE II - Effective Date and Duration**

This corporation shall begin existence as of the date of filing with the Secretary of State of Florida, and shall continue perpetually unless dissolved according to law.

**ARTICLE III - Principal Office and Registered Agent**

The initial Registered Office of this corporation shall be located at 10619 West Atlantic Blvd., Suite #238, Coral Springs, Florida, and the name of the initial Registered Agent shall be Dr. Patricia S. E. Darlington.

**ARTICLE IV - Purpose**

- (A) This corporation is organized exclusively for the benefit of, to perform the functions

of, and to carry out the purposes of **Health Communications Network, Inc.**, a corporation organized under the Florida not-for-profit corporation, including but not limited to: the holding and administering of such funds as may be earned by it, or given to it by any governmental body, corporation, person or other entity; the disbursement of funds, provision of services, and provision or construction of facilities to or for the use of **Health Communications Network, Inc.**; and the provision of funds or services to other organizations qualifying as exempt organizations under Section 501(c)(3) and Section 509(a)(1) or (2) of the Internal Revenue Code, provided that such assistance is to be used exclusively for furthering the purposes of **Health Communications Network, Inc.** and its affiliates, including the provision of consultative services, research, development and delivery of health related education. All of the assets of the corporation shall be used exclusively for the purposes set forth above, and in no event shall the corporation be operated for other than charitable and educational purposes.

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 Paragraph (A) of this Article. 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 in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. 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 for Federal income tax under Section 501(c)(3) of the Internal Revenue code, or (b) by a

corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. Furthermore, the Corporation shall not commit any act or carry on any activity which would disqualify it from being a supporting organization to **Health Communications Network, Inc.** under Section 509(a)(3) of the Internal Revenue Code.

#### **ARTICLE V - Membership**

The members of this corporation shall be the undersigned and such other persons as may be associated with them in the manner prescribed in the By-laws.

#### **ARTICLE VI - Name of Subscribers**

The names and addressed of those persons subscribing to these Articles of Incorporation of the corporations are as follows:

| <u>NAME</u>                   | <u>ADDRESS</u>   |
|-------------------------------|--|
| Dr. Patricia S. E. Darlington | 4981 N. W. 119th Terrace<br>Coral Springs, FL 33076        |
| Ms. Joy V. Pile               | 182 S. W. 52 <sup>nd</sup> Terrace<br>Plantation, FL 33317 |
| Mr. Headley W. Darlington     | 4981 N. W. 119th Terrace<br>Coral Springs, FL 33076        |

### ARTICLE VII - Officers

The initial officers of the corporation shall be as follows:

| <u>NAME AND ADDRESS</u>   | <u>OFFICER</u>  |
|---|-----------------|
| Dr. Patricia S. E. Darlington - 4981 N. W. 119 Terr.<br>Coral Springs, Fl 33076 | President       |
| Ms. Joy V. Pile -182 S. W. 52 <sup>nd</sup> Terr.<br>Plantation, Fl 33317       | Vice President  |
| Mr. Headley W. Darlington - 4981 N. W. 119th Terr.<br>Coral Springs, Fl 33076   | Secy./Treasurer |

These officers shall hold office until the regularly scheduled meeting of the corporation in the month of January, 1999. At that meeting, an election shall be held as provided in the By-Laws. Thereafter, officers shall hold office for one (1) year.

### ARTICLE VIII - Board of Directors

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than seven (7) directors. At least one (1) director shall be elected by the Board of Directors of **Health Communications Network, Inc.** The name and addresses of the persons who shall constitute the initial Board of Directors of the corporation and who shall serve until their successors are nominated and appointed as provided in the By-Laws are:

| <u>NAME</u>   | <u>ADDRESS</u>                            |
|---------------|---|
| Dr. Lena Hall | 3111 Thames Way<br>Mirimar, Florida 33025 |

Dr. Nannetta Y. Durnell

5480 Lyons Rd. # 202  
Coconut Creek, FL 33023

Dr. E. A. Adams

182 S. W. 52<sup>nd</sup> Terr.  
Plantation, FL 33317

Mr. D. Pile

3201 N.W. 4th Ct

#### **ARTICLE IX - By-Laws**

The directors of the corporation shall have the right to make and adopt such By-Laws as they shall deem proper and advisable, and such By-Laws shall be made, altered or rescinded upon a majority vote of the directors present and voting, at any regular or special meeting of the corporation called for that purpose.

#### **ARTICLE X - Amendments**

These Articles of Incorporation may be amended in the manner provided by law, and such amendments shall be approved by a majority vote of the Board of Directors.

#### **ARTICLE XI - Dissolution**

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to **Health Communications Network, Inc.** should that corporation not then qualify under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code, the assets shall be distributed to organizations which so qualify, or to the Federal government, or to a State or local government, for a public purpose. None of the assets will be distributed to any member, officer or director of this corporation. Any assets not so disposed of shall be disposed of by the Court 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 operate exclusively for such charitable purposes.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto have set their hands and seals this \_\_\_\_ day of \_\_\_\_\_, 1997.

Joy V. Pile  
Chancellor  
President

STATE OF FLORIDA

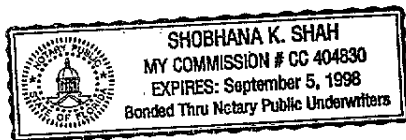
COUNTY OF Broward

BEFORE ME, the undersigned authority, personally appeared Chancellor to me well known and known to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 11<sup>th</sup> day of Dec, 1997.

Shah Sle  
Notary Public

[SEAL]



My Commission Expires:  
Sept 5<sup>th</sup> 1998

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Joy V. Pike, to me well known and known to be the individual described in and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 30<sup>th</sup> day of November, 1997.

  
Notary Public

My Commission Expires:



TONY P. BRUNSTAN  
My Comm Exp. 10/06/2001  
Bonded By Service Ins  
No. CC670490  
☒ Personally Known ☐ Other I.D.

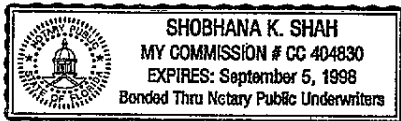
[SEAL]

STATE OF FLORIDA

COUNTY OF Broward

BEFORE ME, the undersigned authority, personally appeared Patricia Dargatzis to  
me well known and known to be the individual described in and who executed the foregoing  
Articles of Incorporation, and she acknowledged before me that she executed the same for the  
purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of Dec., 1997.



Shobhana K. Shah

Notary Public

Sept 5<sup>th</sup> 1998

My Commission Expires:

[SEAL]

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

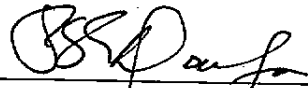
In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **Health Communications Network, Inc.**, desiring to organize under the laws of the State of Florida, with its principal office at the County of Broward, State of Florida, has named PATRICIA S. E. DARLINGTON, at 10619 W. Atlantic, Suite #238, Coral Springs, Florida, 33071, as its agent to accept service of process within this State.

Having been named to accept service of process for the above named corporation at the place in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED:

11/27/97



PATRICIA S.E. DARLINGTON, Ph.D.  
Registered Agent

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97 DEC 15 PM 11:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA