

N 970000006947



The Law Offices
Of
David Nunes & Associates, P.A.



DAVID S. NUNES

MEMBER OF
FLORIDA BAR
December 10, 1997

Department of State
Division of Corporations
P.o. Box 6327
Tallahassee, Florida 32314

600002363486--6
-12/11/97--01057--005
****122.50 ****122.50

RE: NEW HEIGHTS INC.

Dear Sir/Madam:

Enclosed please find the original Article and two Copies of NEW HEIGHTS INC. along with our check in the amount of One Hundred and Twenty-Two Dollars and Fifty Cents (\$122.50) to cover filing fees. We are also attaching a stamped envelope and request that after filing, the Certificate and copies be returned to us

Thank you for your cooperation in this matter.

Sincerely,

LAW OFFICES OF DAVID NUNES & ASSOCIATES, P.A.

BY:

David S. Nunes, Esq.
For the Firm

Enclosures

DSN/kr

97 DEC 11 PM 1:27
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12-15-97
WS

ARTICLES OF INCORPORATION

OF

NEW HEIGHTS, INC.

The undersigned incorporator, acting as incorporator of a Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE 1 NAME

The name of the corporation shall be

NEW HEIGHTS, INC.

ARTICLE 11 DURATION

The duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLE 111 PURPOSES

The purpose of the Corporation is as follows:

A. The Corporation is a not-for profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this Corporation is:

1. To provide mental health services to children, adolescents and families, and
2. To exercise all other rights and powers conferred upon corporations formed under the General Non-Profit Corporation Law of the State of Florida, provided, however, that the Corporation shall not engage in any activities or exercise any powers, including those specifically mentioned herein; that are not in furtherance of the specific mentioned herein; that are not furtherance of the specific and primary charitable and educational purpose of the corporation.

97 DEC 11 PM 1:27
SECRETARY OF STATE
DIVISION OF CORPORATIONS

B. To exercise all rights and powers conferred by the laws of the State of Florida upon Nonprofit Corporations.

C. Provided, however, that the Corporation shall not engage in any action which is not permitted to be carried on by nonprofit Corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

ARTICLE 1V MEMBERS

The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws provide for Nonvoting Members of one or more classes, who shall be admitted such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member are as follows:

NAME

ADDRESS

JOAN WONG-FAH/DON-PEDRO

6 South Valencia Drive, Davie, Fl 33324

JAMES M. GIBSON

17600 N.W. 9th Place, Miami, Fl 33169

DAVRYE SMITH

17000 N.W. 18th Avenue, Miami, Fl 33056

YVONNE LEE

5531 S.W. 114th Ave., Cooper City, Fl 33330

BERTHA SMITH

569 Banks Road, Margate, Fl 33063

DAVID S. NUNES, ESQ.

3917 N. Andrews Ave. Ft. Lauderdale, Fl

MILLCENT WILSON

1351 N.E. 172 St., N. Miami Beach, Fl 33162

ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is DAVID S. NUNES, ESQ. 3917 N. Andrews Ave. Ft. Lauderdale, Fl and the initial registered office of the Corporation is 17600 N.W. 9th Place, Miami, Fl 33169.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall have three (3) members whose names and addresses are:

JOAN WONG-FAH/DON-PEDRO, M.A., 6 South Valencia Drive, Davie, Fl 33324

JAMES M. GIBSON, LCSW., 17600 N.W. 9th Place, Miami, Fl 33169.

DAVID S. NUNES, ESQ., 3917 N. Andrews Avenue, Ft. Lauderdale, Fl 33319

The number of directors may be raised or lowered by Amendment of the Bylaws but shall in no case be less than three (3).

ARTICLE VII OFFICERS

The officers of the Corporation shall consist of a President, Secretary, and Treasurers. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation are as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	JAMES M. GIBSON	17600 N.W. 9th Place, Miami, Fl 33169
Secretary	DAVRYE SMITH	17000 N.W. 18th Avenue, Miami, Fl 33056
Treasurer	MILLCENT WILSON	1351 N.E. 172 St., N. Miami Beach, Fl 33162

ARTICLE VIII INCORPORATORS

The names and addresses of the incorporators to this Corporation is:

NAME**ADDRESS****JOAN WONG-FAH/DON-PEDRO****6 South Valencia Drive, Davie, FL 33324****ARTICLE IX NONSTOCK BASIS**

The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the Bylaws.

ARTICLE X DISSOLUTION

If for any reason the Corporation mission would be terminated, the assets of the Corporation shall be donated to any other Corporation having the same objectives.

The undersigned being the original subscriber and incorporator of the foregoing corporation do hereby certify that the foregoing constitute the proposed Charter of **NEW HEIGHTS, INC..**

IN WITNESS WHEREOF, the undersigned has signed these articles of Incorporation on this 10 day of December, 1997.

STATE OF FLORIDA)
 SS:-
COUNTY OF DADE)

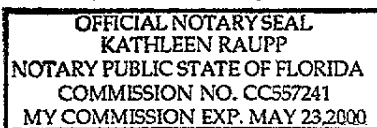
Before me personally appeared JOAN WONG-FAH/DON-PEDRO, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal this 10 day of December, 1997.



Notary Public, State of Florida at Large
Commission Expires:


JOAN WONG-FAH/DON-PEDRO, Incorporator



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **NEW HEIGHTS, INC..**
2. The name and address of the registered agent and office is:

DAVID S. NUNES, ESQ.
3917 North Andrews Avenue
Fort Lauderdale, Florida 33319

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.


DAVID S. NUNES, ESQUIRE

DATED: 12/10/97

97 DEC 11 PM 1:28
SECRET
DIVISION OF CORPORATIONS