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633 S.E. THIRD AVENUE, SUITE 302  
FORT LAUDERDALE, FLORIDA 33301

STEVEN A. WAGNER

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MEMBER: FLORIDA AND  
DISTRICT OF COLUMBIA BARS

December 23, 1997

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

SENT VIA AIRBORNE EXPRESS  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-12/24/97--01073--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: B.K. FOUNDATION, INC,

ATTENTION: New Filing Department


To Whom It May Concern:

Enclosed please find the original and one (1) copy of the Articles of Incorporation, including acceptance of registered agent, of the above proposed Florida Non-Profit Corporation and a check in the amount of \$122.50, reflecting payment of the Filing Fee and one (1) Certified Copy of the Articles. Please return said certified copy and all accompanying documents to my attention at the following address:

STEVEN A. WAGNER, P.A.  
633 S.E. THIRD AVENUE, SUITE 302  
FORT LAUDERDALE, FLORIDA 33301

Should any additional information be required, please do not hesitate to contact me at the above listed address. Thank you for your prompt attention to this matter.

Very truly yours,

  
STEVEN A. WAGNER, ESQ.  
SAW:is  
ENC.

FILED  
97 DEC 24 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N97000007157

**ARTICLES OF INCORPORATION**

**OF**

**B. K. FOUNDATION, INC.**

FILED  
97 DEC 24 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLE I - CORPORATE NAME**

The name of the Corporation shall be B. K. FOUNDATION, INC.

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS  
AND MAILING ADDRESS**

The principal place of business and the mailing address of this Corporation shall be:  
1313 N.W. 36<sup>TH</sup> STREET, MIAMI, FLORIDA 33142.

**ARTICLE III - DURATION**

The term of existence of this Corporation is perpetual.

**ARTICLE IV - NOT FOR PROFIT**

The Corporation is a Corporation not for profit as defined in the laws of the State of Florida. The Corporation is not formed for pecuniary profit.

No part of any net earnings realized by the Corporation shall inure to the benefit of any private person, individual, any member, director, or officer of this Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by its officers, directors or any other third parties and to make distributions and payments in furtherance of its purposes as set forth in Article V.

**ARTICLE V - PURPOSES**

The specific purposes for which the corporation is organized are:

A. To provide medical services to individuals and families who have no insurance.

B. The general purposes for which this Corporation is formed are to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

C. This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation (except as is otherwise provided for in Section 501 (h) of the Internal Revenue Code of 1986) nor shall it participate or intervene in (by publication or distribution of any statements) any political campaign on behalf of any candidate for public office.

D. Notwithstanding any other provisions 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

E. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### **ARTICLE VI - MANNER OF ELECTIONS OF DIRECTORS**

The Corporation is to be managed by a Board of Directors. The manner in which the directors are to be elected or appointed shall be pursuant to the method of election of directors as stated in the Bylaws. The number of Directors of the Corporation shall be TWO (2), provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this Corporation.

The name and address of the person who is to serve as Director until the first election thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>
LARRY BOUDREAUX	1400 N.W. 99TH AVENUE PLANTATION, FLORIDA 33322
GREGORY KNOWLES	3300 N.E. 191 STREET, # LP-13 AVENTURA, FLORIDA 33180

#### **ARTICLE VII - INCORPORATORS**

The name and the street address of the Incorporator of these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
GREGORY KNOWLES	3300 N.E. 191 STREET, # LP-13 AVENTURA, FLORIDA 33180

#### **ARTICLE VIII - LIMITATION OF CORPORATE POWERS**

The Corporate powers of this Corporation are as provided in Section 617.0302 of the Florida Statutes.

#### **ARTICLE IX - BASIS UNDER WHICH CORPORATION IS ORGANIZED**

This Corporation is organized under a non-stock basis.

**ARTICLE X - DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this Corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the Corporation, shall return any property or assets remaining in the Corporation to the persons or entities which made such donation to the Corporation.

**ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify and hold harmless any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained within these Articles of Incorporation or any amendments hereto, and any rights conferred upon the shareholders of this Corporation is subject to this reservation.

**ARTICLE XIII - REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the initial registered agent of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
STEVEN A. WAGNER	633 S.E. Third Avenue, Suite 302 Fort Lauderdale, Florida 33301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
GREGORY KNOWLES, Incorporator

STATE OF FLORIDA        }  
COUNTY OF BROWARD    }

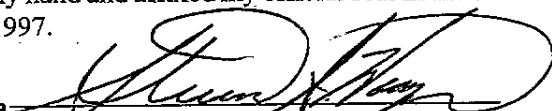
BEFORE ME, a notary public authorized to take acknowledgment in the State and County set forth above, personally appeared GREGORY KNOWLES, who has produced a drivers License as identification and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and County aforesaid, this 15<sup>th</sup> day of December, 1997.

(SEAL)



STEVEN A WAGNER  
My Commission CC352869  
Expires Mar. 03, 1998  
Bonded by HAI  
800-422-1555

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large


My Commission Expires

**CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT OF:**

**B. K. FOUNDATION, INC.**

**AS DESIGNATED IN ARTICLES OF INCORPORATION**

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.

  
STEVEN A. WAGNER, Registered Agent

12/15/97 (Date)

**FILED**  
97 DEC 24 PM 2: 21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA