

Harvey D. Rogers, P.A.

ATTORNEY AT LAW

Courthouse Plaza

Suite 500

28 W. Flagler Street

Miami, Florida 33130

N9800000/818

TELEPHONE: 579-2100

FACSIMILE: 579.9711

AREA CODE: 305

SECRETARY OF STATE

Division of Corporations

P.O. Box 6327

Tallahassee, Florida 32314

300002448503--6
-03/05/98-01100-003
*****70.00 *****70.00

March 25, 1998

RE: RENASCENCE COMMUNITY HEALTH CARE CENTER,
REF. NO.: W98000004980
LETTER NO.: 398A00012297

Gentlemen/Ladies:

Enclosed you will find original and one copy of the above-referenced Articles of Incorporation along with a self-addressed stamped envelope for your expedience. Our check for \$70.00, covering the cost for filing fee, has been previously received by your office when the undersigned initially filed the Articles of Incorporation.

Should there be any questions concerning this filing, please feel free to contact my office at: (305) 579-2100 Ext. 21.

Thank you for your prompt attention and cooperation in this matter.

Sincerely,

H.D.R.
HARVEY D. ROGERS, ESQ.

SIGNED IN ABSENCE OF
HARVEY D. ROGERS, ESQ.
TO EXPEDITE DELIVERY

HDR:mp

Enclosure

c: Mr. Cesar Magnorsky

98 MAR 30 PM 1:15
STATE OF FLORIDA

FILED

JB 3/30/98

**ARTICLES OF INCORPORATION OF
RENAISSANCE COMMUNITY HEALTH CARE CENTER, INC.
A Florida Corporation Not for Profit**

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation pursuant to Chapter 617, Florida Statutes.

**ARTICLE I
(Name and Address)**

Section 1. Name: The name of this Corporation shall be: Renaissance Community Health Care Center, Inc..

Section 2. Principal Office: The principal place of business and mailing address of the Corporation is: 1372 N.W. 16th. Street Miami, Florida 33125.

Section 3. Mailing Address: The mailing address of this Corporation is: 1372 N.W. 16th. Street Miami, Florida 33125.

Section 4. Resident Agent: The name and Address of the initial Resident is: Cesar Magnorsky, 1372 N.W. 16th St. Miami, Florida 33125.

**ARTICLE II
(Purpose and Powers)**

Section 1. Purpose: This Corporation is organized and is to be operated for the purpose of providing to individuals of the

FILED
MAR 30 00 PM 1:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

community, through its Members, health care related services.

Section 2. **Powers**: In furtherance of the purpose of the Corporation, the Corporation may:

a) exercise all of the powers and privileges and perform all of the duties and obligations of the as set forth in the aforescribed declaration and Bylaws as the same may be amended from time to time as therein provided;

b) fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Bylaws; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, fees, taxes or governmental charges levied or imposed against the Association;

c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

d) exercise all of the common law and statutory powers of a corporation, not for profit, established to govern in Florida; provided, however, that no action shall be taken which conflicts with the Bylaws of the Corporation or Florida Law;

e) enforce by legal means the provisions of the Bylaws;
f) participate in mergers and consolidations with other not for profit corporations organized for the same or similar purpose.

ARTICLE III (Non-Profit Nature)

The Corporation shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Corporation or the net assets upon liquidation shall inure to the benefit of any member such being allocated to a similar not for profit charitable corporation. The Corporation may reimburse its members for actual contribution made or expenses incurred for or in behalf of the Corporation, and pay compensation in a reasonable amount for actual services rendered to the Corporation, as permitted by law.

ARTICLE IV (Membership)

Any such persons or entities who are involved in the desire to provide health services to the community, shall be entitled to be a member of the Corporation subject to the Bylaws of the Corporation.

ARTICLE V (Term of Existence)

The Corporation is to exist perpetually.

ARTICLE VI
(Dissolution)

Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation as provided in the Bylaws.

ARTICLE VII
(Subscribers)

The name and residence address of each subscriber to these Articles of Incorporation is:

Cesar Magnorsky	1372 N.W. 16 th . Street
	Miami, Florida 33125

ARTICLE VIII
(Non-Stock Corporation)

This Corporation shall not have shares of stock, however, it may issue membership certificates which shall prominently state on the face that such certificates are not transferable and that the Corporation is not a for profit corporation.

ARTICLE IX
(Board of Directors and Election)

Section 1: **Business Management:** The business and affairs of this Corporation shall be managed by a Board of Directors, through the duly appointed officers of the Corporation.

Section 2: **Initial Board of Directors:** The names and

the duly appointed officers of the Corporation.

Section 2: Initial Board of Directors: The names and addresses of the persons who are to serve as initial Directors are:

<u>Name</u>	<u>Address</u>
Cesar Magnorsky	1372 N.W. 16 th . St. Miami, Florida 33125
Francisco Roca	1372 N.W. 16 th . St. Miami, Florida 33125
Jorge Suarez	1372 N.W. 16 th . St. Miami, Florida 33125

Section 3: Initial Number of Directors: The initial number of Directors shall be three (3), with the Corporation having not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

Section 4: Directors Elections: Directors shall be elected, removed and hold office by a vote of the Members of the Corporation as provided in the Bylaws and in compliance with the applicable provisions of the Florida Statutes.

ARTICLE X (Officers)

Section 1: Type of Officers: The officers of the Corporation shall include a President, a Vice-President, a Secretary and a Treasurer. The Corporation may have additional officers as may be designated in the Bylaws.

Section 2: Powers of Officers: The officers shall have such

powers and responsibilities and shall be elected, removed and hold office as provided in the Bylaws.

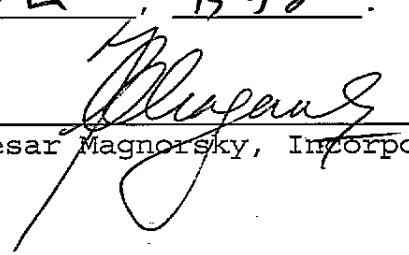
ARTICLE XI
(Bylaws)

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Members, as more specifically provided in the Bylaws.

ARTICLE XII
(Amendment to Articles of Incorporation)

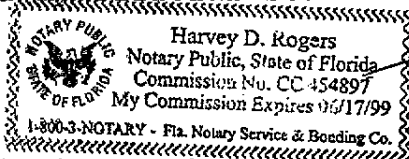
These Articles of Incorporation may be amended by the Members in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24 day of March, 1998.


Cesar Magnorsky, Incorporator

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)

Sworn to and subscribed before me this 24 day of March, 1998, by: Cesar Magnorsky, who did/did not take an oath. affixed my official seal on this 24 day of March, 1998.




Notary Public - State of Florida

My Commission Expires: _____
Personally Known: ✓ or Produced Identification: _____
Identification Produced: _____


**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement designating the Registered Office and Registered Agent in the State of Florida.

1. The name of the Corporation is: **Renascence Community Health Care Center, Inc.**

2. The name and address of the Registered Agent and Office is:

- a) Agent: **Cesar Magnorsky**
- b) Registered Office: **1372 N.W. 16th. Street
Miami, Florida 33125.**

By: 
Cesar Magnorsky, Incorporator

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 the 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.


Cesar Magnorsky, Registered Agent

Dated: March 24, 1978

FILED
98 MAR 30 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA