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D&C
ATTORNEYS AT LAW

DENT & COOK, P.A.

P. O. BOX 3269 • SARASOTA, FLORIDA 34230
E-MAIL ADDRESS: SJOHNSON@DENTCOOK.COM

JOHN C. DENT, JR.
JOHN F. COOK
ROBERT K. ROBINSON
JOHN W. CHAPMAN, JR.

April 27, 1998

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32304

Re: Articles of Incorporation
Our File: A49-4523

Dear Sir or Madam:

Enclosed please find original and duplicate of the Articles of Incorporation for the above-captioned non-profit corporation, together with a check in the amount of \$131.25 to cover the following items:

Filing of Articles of Incorporation	35.00
Certified copy of Articles	52.50
Registered Agent filing fee	35.00
Certificate	8.75
	<u>\$131.25</u>

Please return the certified copy and certificate to the above address.

Thank you for your attention to this matter.

Very truly yours,



Sherri L. Johnson

Ag
Enclosures

Dmc
5/13/98

FILED
98 MAY 11 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

AVANCE, INC.

FILED

98 MAY 11 AM 10:47

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

Name

The name of the corporation shall be AVANCE, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office of the corporation as well as the mailing address of the corporation is:

3475 South Suncoast Boulevard
Homosassa, Florida 34448

ARTICLE III

Purposes

The corporation is organized exclusively for the following charitable purposes:

1. To establish scholarships for high school students who display an interest in, and aptitude for, the study of medicine or pre-medical studies at an accredited institute of post-secondary education.
2. To establish scholarships for undergraduate students enrolled at an accredited university who display an interest in, and aptitude for, the study of medicine at an accredited post-graduate medical school.
3. To furnish free or low-cost medical and surgical attendance in the United States and throughout the world in the care of sick, afflicted, infirm or injured persons who are incapable of paying for either all or part of such service.

4. To accept public donations or private charity for the support, in whole or in part, of the corporation, and to devote all of its income and profits, after paying expenses, to the charitable purposes of this corporation.

5. To do any and all things necessary and proper to carry out the foregoing charitable purposes.

The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV

Limitations on Corporate Powers

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 distribution of statements), any political campaign on behalf of, or in opposition to, 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 from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

Capital Stock

This corporation is not organized for profit and shall have no capital stock.

ARTICLE VI

Directors

The management of this corporation shall be vested in a board of not less than 3 nor more than 20 directors. The names of those directors selected to serve beginning with the incorporation of this corporation and until their successors shall be chosen are: Alex Argotte, M.D., Freddy Argotte, M.B.A., Maria Ricard, Martha Argotte, Sylvia Baker, and Cathy Duran, R.N., B.S.N.

The board of directors shall have the right to increase and decrease within the limits set out above the number of directors of the corporation and shall have the right to fill any vacancy in the Board of Directors or to select additional directors in the manner provided in the bylaws. The Board of Directors shall have full power to adopt and amend bylaws and to make proper rules and regulations for the transaction of the affairs of the corporation and to elect all officers.

ARTICLE VII

Nonliability of Directors

The corporation does not afford pecuniary gain, incidentally or otherwise, to its directors. There shall be no personal liability of directors for corporate obligations.

ARTICLE VIII

Indemnity

The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

ARTICLE IX

Distribution of Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 out.

ARTICLE X

Disposal of Assets on Dissolution

Upon the dissolution of the corporation, the Board of Directors, shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under § 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XI

Initial Registered Office and Agent

The street address of the corporation's initial registered office is 330 South Orange Avenue, Sarasota, Florida 34236 and the name of the corporation's initial registered agent at that address is Sherri L. Johnson.

ARTICLE XII
Incorporator

The name and address of the incorporator is:

Sherri L. Johnson
330 South Orange Avenue
Sarasota, Florida 34236

Dated this 27th day of April, 1998.



SHERRI L. JOHNSON, Incorporator

Having been designated and appointed to act as registered agent and to accept service of process for and on behalf of the above stated corporation, at the place designated in this certificate, I hereby state that I am familiar with and accept the obligations of registered agent for the corporation and accept the appointment to such position, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



SHERRI L. JOHNSON,
Registered Agent

Dated: April 27, 1998

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TALLAHASSEE, FLORIDA