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TRANSMITTAL LETTER

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

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***122.50 ***122.50

SUBJECT: Center for Natural Family Planning, Inc. (not for profit)
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

Don R. Livingstone, Esq.
Name
7711 S. W. 62 Ave.
Address
Miami, FL 33143
City, State, & Zip
(305) 665-1821
Telephone Number

APPROVED
AND
FILED
98 MAY 29 PM 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed only when certified copy is requested.

B. BROCK JUN 2 1998

APPROVED
AND
FILED

ARTICLES OF INCORPORATION OF
CENTER FOR NATURAL FAMILY PLANNING, INC.
(A Florida corporation not for profit)

92 MAY 29 PM 1:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, being of legal age, do hereby associate ourselves for the purpose of forming a non-profit corporation under and by virtue of the laws of the State of Florida, and further certify that:

ARTICLE I - General

A. The name of the corporation is Center for Natural Family Planning, Inc. The Center also plans to operate under the registered fictitious name of Gift of Life - Center for Natural Family Planning.

B. The corporation shall exist perpetually subject to conditions set forth in the By-Laws.

C. The principal office of the corporation will be located at 6000 S. W. 32 Street, Miami, FL 33155.

ARTICLE II - Purpose

The purposes for which the organization is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. The mission of the non-profit corporation is to provide resources necessary for married couples to follow a program of natural family planning, provide necessary education and counseling for such purpose, create fertility awareness, and provide information and access to advances in reproductive technology.

ARTICLE III - Powers

The corporation is empowered:

A. To exercise any and all powers granted to non-profit corporations by the laws of the State of Florida, including, but not limited to, the power to set the time and place of annual regular and special meetings; to sue and be sued and to appear and defend in all actions in its corporate name; elect and appoint such officers and agents as its affairs require; adopt change, amend and repeal By-Laws consistent with law and these Articles; to authorize and provide a procedure for proxy voting; make donations for public welfare or for charitable, scientific, education or other similar purposes related to the mission of the corporation; and exercise all powers necessary or convenient to effect any or all of the purposes of the corporation.

B. To do and perform any and all acts reasonably necessary to accomplish the purposes of the corporation.

C. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

ARTICLE IV - Prohibited Operations

A. Center For Natural Family Planning, Inc., shall not discriminate against prospective members because of race, color, creed, national origin, sex, income, marital status, educational background or any other factor.

B. No part of the income of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of the corporation.

C. No substantial part of the activities of the corporation shall be the carrying on or 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 any candidate for public office.

D. The corporation shall not carry on any activities not permitted to be carried on (i.) by corporation exempt from Federal income taxes of (ii.) by a corporation, contributions to which are deductible for federal income tax purposes.

E. Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE V - Membership & Management

A. Any person who subscribes to the purposes of The Center for Natural Family Planning, Inc., shall be eligible for membership in the corporation subject to the provisions and conditions of the By-Laws.

B. The affairs of the corporation shall be managed by the Board of Trustees of the corporation.

C. The Board of Trustees shall be elected by the members and shall exercise such authority and perform such duties as is provided in the By-Laws.

D. The Board of Trustees may, by resolution adopted by majority of the full Board of Trustees, designate as Executive Committee consisting of the elected officers and/or others which shall have and may exercise all powers of the Board of Trustees, except the power to:

1. Approve or recommend to members actions or proposals of proxy statute to be approved by the members.

2. Designate candidates for the office of trustee, for purposes of proxy solicitations or otherwise.

3. Fill vacancies on the Board of Trustees or any committee thereof.

4. Adopt and amend the By-Laws which shall not be inconsistent with these Articles.

ARTICLE VI - Registered Agent

The name and address of the initial registered agent of the corporation is Don R. Livingstone, Esq., 7711 S. W. 62 Avenue, Miami, FL 33143.

The undersigned, Don R. Livingstone, hereby accepts in writing the office of registered agent and hereby states that he is familiar with and accepts the duties and responsibilities of registered agent for this corporation.

ARTICLE VII - Board of Trustees

The names and addresses of the founding members and the first Board of Trustees of the corporation, who shall serve until the first election pursuant to the By-Laws, are as follows:

Norman Ruiz-Castenada, MD	6000 S. W. 32 Street Miami, FL 33155
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Paul Munter	8244 S. W. 179 Street Miami, FL 33157
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Don R. Livingstone	7711 S. W. 62 Avenue Miami, FL 33143
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ARTICLE VIII - Officers

The names of the persons who are to serve as the officers of the corporation until the first election pursuant to the By-Laws are set forth in Article IX hereof.

ARTICLE IX - Subscribers

The name and address of the person constituting these Articles is:


Norman Ruiz-Castenada, MD

6000 S. W. 32 Street
Miami, FL 33155

ARTICLE X - Amendments to Articles

These Articles of Incorporation may be amended, modified or repealed in whole or in part, by a two-thirds (2/3) vote of the members voting at any regular meeting of the Center for Natural Family Planning, Inc., providing the proposed change has been approved by the Board of Trustees and notice of the proposed change given to the general membership at the immediately prior meeting.

IN WITNESS WHEREOF, we have hereunto set our hands and seals as incorporators this 21st day of May, 1998.


NORMAN RUIZ-CASTENADA, MD
Subscriber & Executive Trustee


DON R. LIVINGSTONE, Trustee &
Registered Agent

State of Florida
County of Dade

BEFORE ME, the undersigned authority, personally appeared NORMAN RUIZ-CASTENADA, MD and DON R. LIVINGSTONE who, after being by me first duly cautioned and sworn, upon their respective oaths depose and say that they are the parties to the foregoing Articles of Incorporation and severally acknowledged the said execution to be their free and voluntary act and deed, each of them, each for himself and not for the other, and that the facts therein stated are truly set out.

WITNESS my hand and seal at Dade County, Florida, the day and date set forth above.


Notary Public, State of
Florida



SECRETARY OF STATE
TALLAHASSEE, FLORIDA
98 MAY 29 PM 1:06
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AND
APPROVED