

N99000001328

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H99000005186 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

FILED
99 MAR -3 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

NEW VILLAGE HEALTH CARE, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

H99000005186

IN THE CIRCUIT COURT OF THE
ELEVENTH JUDICIAL CIRCUIT,
IN AND FOR DADE COUNTY,
FLORIDA

CASE NO.: ~~99~~ - 03429CA32

IN RE:
NEW VILLAGE HEALTH CARE, INC.
Petitioner.

FINAL JUDGMENT
APPROVING CONVERSION FROM PROFIT TO NONPROFIT CORPORATION

Petitioner, NEW VILLAGE HEALTH CARE, INC., filed its petition to convert the nature of NEW VILLAGE HEALTH CARE, NC., from a for profit corporation to a not for profit corporation on February 10, 1999, with proposed articles of incorporation attached.

This court finds that the petition and articles are in proper form.

IT IS THEREFORE ADJUDGED AND ORDERED that petitioner NEW VILLAGE HEALTH CARE, INC., be converted in form from a for profit corporation to a not for profit corporation under the laws of this state.

IT IS FURTHER ADJUDGED AND ORDERED that all of the property of NEW VILLAGE HEALTH CARE, INC., become the property of the successor nonprofit corporation, subject to all indebtedness and liabilities of the petitioning corporation

ORDERED IN Dade County, Florida, on FEB 25 1999

FREDRICKA G. SMITH

CIRCUIT COURT JUDGE

Copies furnished to:
Jose R. Pujols, Esq.
Alba Soto

FILED
99 MAR -3 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000005186

⑥

H99000005186
**ARTICLES OF INCORPORATION OF
NEW VILLAGE HEALTH CARE, INC.**

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.

**ARTICLE ONE
NAME**

The name of the Corporation is **NEW VILLAGE HEALTH CARE, INC.**

**ARTICLE TWO
INITIAL PRINCIPAL OFFICE**

The address of the initial principal office of the Corporation is 12893 S.W. 42nd Street, Miami, Florida 33175.

**ARTICLE THREE
PURPOSE**

The Corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. In furtherance of such purposes, the Corporation may provide: (a) partial hospitalization services, (b) mental health care services, (c) other outpatient services, and (d) otherwise operate exclusively for charitable, scientific or education purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, in the course of which operations:

(i) No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

(ii) No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not

These Articles prepared by:
Jose R. Pujols, Esq.
2701 S.W. LeJeune Road, Suite 401
Coral Gables, Florida 33134
Telephone (305) 569-9533
F.B.N. 936911

1
H99000005186

FILED
99 MAR -3 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000005186

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE FOUR DIRECTORS

The method of election and removal of the directors of the Corporation is set forth in the bylaws.

ARTICLE FIVE MEMBERS

The Corporation will have members. The bylaws of the Corporation contain provisions relating to qualifications for membership, the rights of members, and other such matters.

ARTICLE SIX INITIAL REGISTERED AGENT AND ADDRESS

As set forth in the registered agent's written acceptance of his appointment, which is delivered to the Department of State together with these articles of incorporation, the name and address of the initial registered agent for the Corporation is Alba Soto, whose address is 12893 S.W. 42nd Street, Miami, Florida 33175.

ARTICLE SEVEN INCORPORATOR

The name and street address of the incorporator is as follows: Alba Soto, whose address is 12893 S.W. 42nd Street, Miami, Florida 33175.

ARTICLE EIGHT INDEMNIFICATION

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law.


H99²000005186

H99000005186

**ARTICLE NINE
AMENDMENTS**

These articles of incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 26 day of February, 1999.

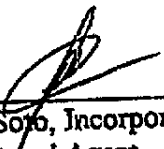

Alba Soto, Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is **NEW VILLAGE HEALTH CARE, INC.**
2. The name and address of the registered agent and office of the Corporation is

ALBA SOTO
12893 S.W. 42nd Street
Miami, Florida 33175

Signed: 
Alba Soto, Incorporator and
Registered Agent

The foregoing Articles of Incorporation are hereby approved as to form for purposes

FREDRICKA G. SMITH

CIRCUIT COURT JUDGE

FEB 25 1999

of Petition in
99-3429 CA 32

H99000005186

H99000005186

New Village 
HEALTH CARE, INC.
Community Mental Health Center
(PHP - Partial Hospitalization Program)

12893 S.W. 42 Street • Miami, Florida 33175
Phone: (305) 225-1122 • Fax: (305) 223-0209

AGREEMENT

THIS AGREEMENT/STATEMENT, is made and given this 8th day of February, 1999, by New Village Health Care, Inc., (a community mental health center), whereby New Village Health Care, Inc., agrees to accept all property of the former for profit corporation and to assume and pay all its indebtedness and liabilities, after conversion of the nature of New Village Health Care, Inc., to a Not-for-Profit Florida Corporation.



Alba Soto, President
New Village Health Care, Inc.

(Corporate Seal)

FILED
99 MAR -3 AM 7:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000005186