

Charter Number Only

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Liang Martinez
Registrar's Name

910 Collins Ave

Mia Bch Fl 33139 4442B.

City State ZIP Phone

VALUATION ONLY

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CORPORATION(S) NAME

Brighter Days Community
Health Centers, INC

FILED
99 MAR 16 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Profit
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

Cert. Copy



Empire Toll Free: 1-800-432-3028

RECEIVED
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ARTICLES OF INCORPORATION
NOT-FOR-PROFIT CORPORATION

OF

BRIGHTER DAYS COMMUNITY HEALTH CENTERS, INC.

99 MAR 16 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

The undersigned, acting as incorporator(s) of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

BRIGHTER DAYS COMMUNITY HEALTH CENTERS, INC.

ARTICLE II: PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The address of the principal office shall be:

1085 East 4th Avenue, Hialeah, FL 33010

ARTICLE III: PURPOSE

The specific purpose or purposes for which the corporation is organized:

The purposes for which the organization is organized are to plan, organize, develop, operate, receive and maintain contributions for the purposes of funding medical care services and ancillary services (i.e. food, housing, transportation and other basic necessities) to promote comfort and well being to HIV+/AIDS and non-HIV+ AIDS patients. To assure that readily accessible quality health services and ancillary services are available to HIV+/AIDS and non-HIV+ AIDS patients in the quantity required and in a way that assures the dignity and respect of the individual consumer and provider at a cost they can afford.

All stated purposes shall be subject to such restrictions and limitations as are adopted from time to time by the organization and/or are imposed by applicable law, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable purposes either directly or by way of contributions or to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code 1986 as amended (the "code"). The activities of the corporation shall be consistent with code Section 501 (c)(3).

Notwithstanding any other provision of these Articles, the organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income under Section 501(c)(3) of the Internal Revenue Code of 1986 or of the corresponding provision of any future United States Revenue law.

ARTICLE IV: BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be not less than six (6) nor more than fifteen (15), all of whom shall be members of the Corporation.

Members of the Board of Directors as heretofore stated shall be elected by the membership and shall hold office, all in accordance with the By-Laws of the Corporation.

The names and address of the persons who are to serve as the first Board of Directors until the first annual meeting of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
EDGAR MENDOZA	1085 E. 4th Ave., Hialeah, FL 33010
ARMANDO BENITEZ	1140 SW 138th Ave., Miami, FL 33184
ANIBAL P. PEREZ-VILLAR	15606 SW 63rd Terrace, Miami, FL 33193
LIANA MARTINEZ	910 Collins Ave., Suite L, Miami Beach, FL 33139
LINCOLN A. GARAY, M.D.	7100 W. 20th Ave. #212, Hialeah, FL 33012
CLARA E. SUAREZ	14212 SW 48 Lane, Miami, FL 33175

ARTICLE V: MANNER OF ELECTION OF DIRECTORS

A statement of the manner in which the directors are to be elected or appointed:

The new board members of the Board of Directors shall be elected at an annual meeting of the membership at large. There shall be no cumulative voting. Those persons receiving the highest number of total votes shall be elected to the Board of Directors. In the event of any tie votes, there shall be a run-off election or a series of run-off elections with the person or persons receiving the highest number of total votes elected.

ARTICLE VI: OFFICERS

The names of the officers of the Corporation who are to serve until the first election under the Articles of Incorporation are the following:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President	EDGAR MENDOZA, 1085 E. 4th Ave., Hialeah, FL 33010
Vice-President	ARMANDO BENITEZ, 1140 SW 138th Ave., Miami, FL 33184
Treasurer	ANIBAL P. PEREZ-VILLAR, 15606 SW 63rd Terrace, Miami, FL 33193
Secretary	LIANA MARTINEZ, 910 Collins Ave., Suite L, Miami Beach, FL 33139

ARTICLE VII: POWER

In addition to all the powers conferred on this organization by the State of Florida, this organization shall have all such powers incidental to accomplish its purposes including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description, and wherever situated; and
2. To sell, exchange, convey, mortgage, or lease any property or assets of the corporation.

ARTICLE VIII: QUALIFICATION OF MEMBERS

The regular membership shall consist of those individuals who have indicated an interest in the purposes and objectives of the Corporation and who have been elected to membership by the Board of Directors in accordance with the By-Laws of the Corporation.

The By-Laws of the Corporation may provide for classification of membership and the conditions of any membership class and the rights and duties thereof.

ARTICLE IX: MANAGEMENT OF CORPORATION

The affairs of the Corporation are to be managed by the Board of Directors and the officers of the Corporation.

The Directors of the Corporation shall be elected by its membership and its officers shall be elected by its Board of Directors, all in a manner provided in the By-Laws of the Corporation.

ARTICLE X: LIMITATIONS

The organization is organized not-for-profit and no part of the income of said organization shall ever be distributed to any directors or officers or any private individuals. However, reasonable compensation shall be paid for services rendered to or for the organization effecting one or more of its purposes. No substantial part of the activities of the organization shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on:

- I. By an organization exempt under 501(c)(3) of the Internal Revenue Code and its treasury regulations as they now exist or as they may hereafter be amended;
- ii. By an organization contributions to which are deductible under 170(c)(2) of such code and treasury regulations as they now exist or as may be hereafter amended; or
- iii. By a not-for-profit corporation under the laws of the State of Florida as they now exist or may hereafter be amended.

ARTICLE XI: BY-LAWS

The Board of Directors of the Corporation may adopt such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time, and the same may be amended, revised or rescinded by the Board of Directors in the manner prescribed in the By-Laws of the Corporation.

ARTICLE XII: AMENDMENT OF ARTICLES OF INCORPORATION

The power to make, alter, amend or repeal these Articles of Incorporation shall be vested in the Board of Directors of this organization.

ARTICLE XIII: EARNINGS

No part of the earnings of the organization shall enure to the benefit of any director or officer of the organization or any other person (except that the organization may pay reasonable compensation for services rendered to or on behalf of the organization and may make other payment and distribution in furtherance of one or more of its purposes), and no director or officer of the

organization or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the organization.

ARTICLE XIV: NON-PROFIT STATUS

The Corporation shall operate exclusively for charitable, scientific, literary, cultural or educational purposes, including but not limited to making gifts and contributions to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code 1986 as amended.

ARTICLE XV: INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the corporation's initial registered office and name of its initial registered agent: Liana Martinez, Esq., LIANA MARTINEZ, P.A., 910 Collins Avenue, Miami Beach, FL 33139.

ARTICLE XVI: DISSOLUTION

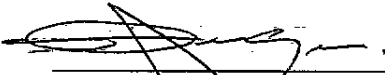
Under the voluntary dissolution of the organization, the board of directors shall first pay or make provision for the payment of all liabilities of the organization. Thereafter, the board of directors shall dispose of all other assets of the organization exclusively for the purpose of the organization to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), and as the board of directors shall determine to be best calculated to carry out the objects and purposes for which the organization is formed including, but not limited to, the organization's commitment to carry out the charitable purposes of providing medical care and comfort to HIV+/AIDS and non-HIV+ AIDS patients.

ARTICLE XVII: INCORPORATORS

The name and address of each incorporator is:

EDGAR MENDOZA	1085 E. 4th Ave., Hialeah, FL 33010
ARMANDO BENITEZ	1140 SW 138th Ave., Miami, FL 33184
ANIBAL P. PEREZ-VILLAR	15606 SW 63rd Terrace, Miami, FL 33193
LIANA MARTINEZ	910 Collins Ave., Suite L, Miami Beach, FL 33139
LINCOLN A. GARAY, M.D.	7100 W. 20th Ave. #212, Hialeah, FL 33012
CLARA E. SUAREZ	14212 SW 48 Lane, Miami, FL 33175

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 15 day of March, 1999, for the purpose of forming this corporation, not for profit, under the laws of the State of Florida.



EDGAR MENDOZA


ANIBAL P. PEREZ-VILLAR


LINCOLN A. GARAY, M.D.


ARMANDO BENITEZ


LIANA MARTINEZ

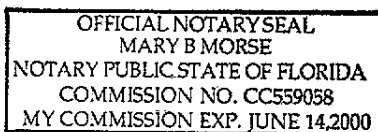

CLARA ESTHER SUAREZ

STATE OF FLORIDA)
 : SS
COUNTY OF MIAMI-DADE)

The foregoing Articles of Incorporation were acknowledged before me this 15 day of March, 1999, by each and all of the individuals who have signed the said Articles of Incorporation as subscribing incorporators and all have presented FL Driver's License as identification and have taken an oath.


NOTARY PUBLIC

My Commission Expires:



FILED
99 MAR 16 AM 11:14
SECRETARY OF STATE
TALLAHASSEE FLORIDA