

N990000002497

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

United People Counseling  
Ministry Services, Inc.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
☒ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
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\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
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TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

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**ARTICLES OF INCORPORATION  
OF  
UNITED PEOPLE COUNSELING MINISTRY SERVICES, INC**

We, the undersigned, desiring to form a non-profit corporation pursuant to Chapter 617 of the Florida Statutes, do hereby make, subscribe and acknowledge these Articles of Incorporation, as follows:

**ARTICLE I**

The name of the Corporation shall be UNITED PEOPLE COUNSELING MINISTRY SERVICES, INC

**ARTICLE II**

The principle office of the corporation is 10705 S.W. 216<sup>th</sup> Street, Unit D-216<sup>9</sup>, Miami Florida 33170.

**ARTICLE III**

The date when the existence of this corporation commences shall be April 16, 1999.

**ARTICLE IV**  
**TERM OF EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE V**  
**NATURE OF BUSINESS**

The purpose for which the corporation is formed is for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code. The corporation will promote and provide nutritional meals and dietary counseling education, and spiritual enrichment for persons diagnosed with HIV/AIDS including persons who may not be eligible for Federally assisted benefits. The policies and activities of the corporation shall be governed by a Board of Directors.

**ARTICLE VI**

The corporation shall have one director initially. The number of directors may be increased from time to time in such a manner as set forth in the By-Laws of the corporation.

**ARTICLE VII**  
**INITIAL DIRECTOR**

The name and address of the initial Director of the corporation is as follows:  
Vivian Bailey, 10711 S.W. 216<sup>th</sup> Street, Miami, Florida 33170.

**ARTICLE VIII**

The corporation shall be governed by a Board Chairperson, Vice Chairperson, Treasurer, and Secretary. A President & CEO may be hired to manage the implementation of the directives set forth by the Board of Directors. The officers of the corporation will be elected by the Board of Directors at least annually, or at such time as may be determined by the Board of Directors and the By-Laws of the corporation.

The officers who shall serve until the first election or appointment are as follows:

Maura Bailey, Chairperson  
Karen Crapps, Secretary  
Tania James, Secretary  
Vivian Bailey, Director

**ARTICLE IX**

The name and address of the Subscriber to these Articles of Incorporation is Maura Bailey, 193 Bel Aire Drive, Miami, Florida 33157.

**ARTICLE X**

These Articles of Incorporation and the By-Laws of the corporation may be amended any time by not less than two-thirds of the entire Board of Directors. Such amendments to these Articles of Incorporation or the By-Laws of the corporation may be proposed by any officer or any Board Member of the corporation.

**ARTICLE XI**

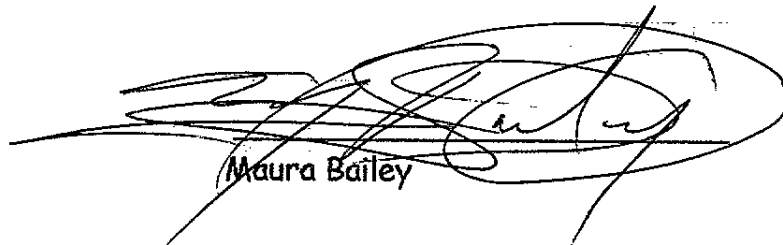
Nothing herein shall authorize the corporation, directly or indirectly, to engage in or include among its purposes or activities any purpose or activity prohibited under Chapter 617 of the Florida Statutes or contrary to the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE XII

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 forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate, 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 section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## ARTICLE XIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government for a public purpose. Any such assets not so disposed of shall be disposed of by the Board of Directors exclusively for such purposes, or to such organization or organizations as the Board shall determine which are organized and operated exclusively for such purposes.

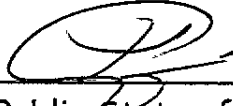


Maura Bailey

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County above named to take acknowledgments, personally appeared Maura Bailey, to me known to be the person described in, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to those Articles of Incorporation.

Witness my official seal in the County and State aforesaid, this 14<sup>th</sup> day of April, 1999.



Notary Public State of Florida at Large  
(SEAL)



THOMAS EDWARD GREER, JR.  
My Commission CC565601  
Expires Jun. 23, 2000

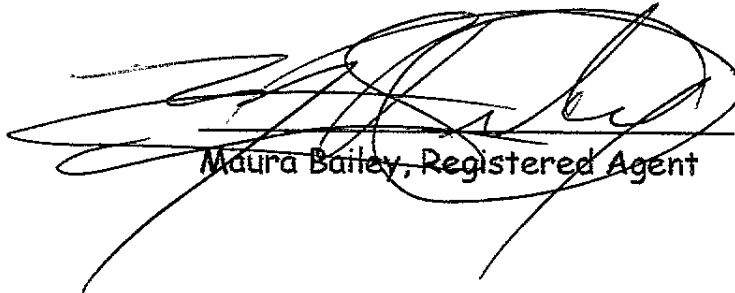
**CERTIFICATE OF RESIDENT AGENT  
OF  
UNITED PEOPLE COUNSELING MINISTRY SERVICES, INC.**

Pursuant to Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

That UNITED PEOPLE COUNSELING MINISTRY SERVICES, INC., Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, designates Maura Bailey, whose address is 19300 Bel Aire Drive, Miami, Florida 33157, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Maura Bailey, Registered Agent

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DIVISION OF CORPORATIONS  
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