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FLORIDA NON-PROFIT CORPORATION

MINORITY INSTITUTE OF HEALTH, INC

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
MINORITY INSTITUTE OF HEALTH, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this corporation is Minority Institute of Health, Inc.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 1007 North Federal Highway, Suite 27, Fort-Lauderdale, FL 33304.

ARTICLE III. NOT FOR PROFIT.

The Corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, Excepts to the extent permissible under law.

IV. DURATION

The duration of the Corporation is Perpetual.

V. PURPOSES

The Corporation is organized, and shall be operated exclusively for the following charitable, scientific and educational purposes:

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Miami, Florida 33131
305-358-9900

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A. To establish and operate a charitable organization for persons of African and Caribbean descent diagnosed as having HIV or AIDS, to assist in the care of such persons; to provide testing counseling and prevention ; to educate the person diagnosed with such disease and also educate and train others to assist and care for persons diagnosed with HIV or AIDS; and to counsel the families of persons diagnosed as having HIV or AIDS.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

VI. LIMITATION

No part of the net earning of the corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but 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 in Article 5 hereof.

VII. MEMBERS

The corporation shall have Voting Members who shall be elected by the Voting Members and shall have all the rights and privileges of Members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as set forth in the Bylaws, but who shall not have the right to vote.

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ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are Ralph Francois, Esq. 1820 NE 163rd Street, # 305 North Miami, FL 33162.

ARTICLE IX. INCORPORATORS.

The names and street addresses of the incorporators to these articles of incorporation are: Willy E Andre at 19355 NE 10th Avenue, North Miami Beach , FL 33161; Marie R Toussaint at 831 NE 207 Lane #201, North Miami Bch., FL 33179; Sandy Dorsaintvil 18708 NW 14th Street, Pembroke Pines, FL 33029; Latrese S. Walker 19355 NE 10th Avenue, North Miami Beach , FL 33161

ARTICLE X. INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is 6. The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting Members shall elect the Trustees annually. The bylaws may provide for ex officio and honorary Trustees, and their rights and privileges, the name and address of each initial Trustee of the Corporation is as follow:

Diane Unger-Hulan at 2995 SW 174th Avenue, Miramar, FL33024

Ronal Cathcart at 890 NW 86th Avenue # 909, Plantation, FL 33324

Willy E Andre at 19355 NE 10th Avenue, North Miami Beach , FL 33161;

Marie R Toussaint at 831 NE 207 Lane #201, North Miami Bch., FL 33179;

Sandy Dorsaintvil 18708 NW 14th Street, Pembroke Pines, FL 33029;

Latrese S. Walker 19355 NE 10th Avenue, North Miami Beach , FL 33161

ARTICLE XI. OFFICERS

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The Officers of the Corporation shall consist of a President, vice-president, Secretary, and a Treasurer. Each officer shall be elected by the Board of Trustee's and may be removed by the Board of Trustee at such time and in such manner as may be prescribed by the Bylaws. The names and addresses of the initial officers are as follow:

President: Willy E Andre at 19355 NE 10th Avenue, North Miami Beach , FL 33161;

Vice-President: Marie R Toussaint at 831 NE 207 Lane #201, North Miami Bch., FL 33179;

Treasurer: Sandy Dorsaintvil 18708 NW 14th Street, Pembroke Pines, FL 33029;

Secretary: Latrese S. Walker 19355 NE 10th Avenue, North Miami Beach , FL 33161

ARTICLE XII. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XIII. AMENDMENT

The Corporation reserves the right to mend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, trustees and Officers are subjected to this reservation. The Articles of Incorporation may be amended in Accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to Law.

ARTICLES. XIV

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or Local Government for exclusive public purpose.

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ARTICLE XV. NON-STOCK BASIS

This Corporation is organized under a non-stock basis.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on May 13, 1999.



Wille E Andre/

Sandy Dorsainvil/

Sworn to and subscribed before me on 13 day of MAY, 1999.

Narendra Kanchanrai Brahmhatt
NOTARY PUBLIC -- STATE OF FLORIDA AT LARGE

Print name: NARENDRA KANCHANRAI BRAHMHATT

Commission No.: CC823629 Expiration Date: APR 6, 2003


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

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation
Organized under the laws of the state of Florida, submits the following statement in designating
the registered agent, in the state of Florida.

The name of the corporation is: Minority Institute of Health, Inc.

The Name of the Registered Agent and office is : Ralph Francois, Esq. 1820 NE 163rd Street, #
305 North Miami, FL 33162.

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

 On 5-13-99

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