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Florida Department of State

Division of Corporations

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

NOVA HEALTHCARE NETWORK, INC.

Certificate of Status	0
Certified Copy	1
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(144)
12-17-99

(5)

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**ARTICLES OF INCORPORATION
NOT FOR PROFIT CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be: **NOVA HEALTHCARE NETWORK, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1901 NW 17TH AVENUE, MIAMI, FL. 33125

**ARTICLE III
PURPOSE(S)**

The specific purpose(s) for which the corporation is organized is (are):

A. The purpose of our organization is to provide the necessary culturally competent and language friendly psychological and medical services to a multi-ethnic community, eliminating cultural barriers towards resource utilization, and thus reducing the infection and the morality and morbidity due to the aids epidemic in the minority community.

B. To operate exclusively in any other manner for such arts and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundation and private operating foundations.

C. Said corporation/organization is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).

D. No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, 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.

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ARTICLE IV
MANAGEMENT OF CORPORATE AFFAIRS AND
MANNER OF ELECTION OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3) or more, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 5:00 p.m. on the first Tuesday of January on each year at the principal address of the corporation or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

MARSHALL H. ADER1717 NO. BAYSHORE DRIVE, MIAMI FL. 33132
FABIAN S. DIAZ10750 NW 66TH STREET, NO. B-410, MIAMI FL. 33178
GRACIELA GUERRA, Ph. D.782 NW 42ND AVENUE, NO. 636, MIAMI FL. 33129
ADELFA FRAU MD.2594 W. 72ND STREET HIALEAH, FL. 33016
ERNESTO A. MONTANER ... 2333 BRICKELL AVENUE, NO. 1808, MIAMI FL. 33129

ARTICLE V
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

COSME DE LA TORRIENTE, P.A. ESQUIRE 155 SW 25TH ROAD, MIAMI, FLORIDA
33129

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ARTICLE VI
CAPITAL STOCK

This corporation is organized under a non-stock basis.

ARTICLE VII
DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one (1) 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.

ARTICLE VIII
MEMBERSHIP

The qualification for members and the manner for their admission shall be regulated by the By-Laws of this corporation.

ARTICLE IX
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, wither by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE X
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

ARTICLE XI
DURATION

The term of existence of the corporation is perpetual, unless sooner dissolved in accordance with the laws of the State of Florida. The date in which corporate existence shall begin shall be the date of incorporation.

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**ARTICLE XII
INCORPORATOR**

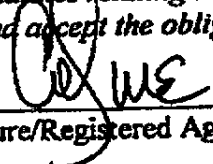
The name and address of the Incorporator to these Articles of Incorporation is:

FABIAN S. DIAZ10750 NW 66TH STREET, NO. B-410, MIAMI FL. 33178


Signature/Incorporator

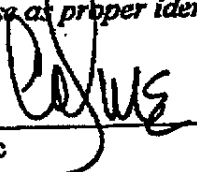
12/17/99
Date

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.


Signature/Registered Agent

12/17/99
Date

The forgoing instrument was acknowledged before me this ____ day of December, 1999 by FABIAN S. DIAZ as Incorporator who is personally known to me or who produced a Florida Driver License as proper identification and who did not take an oath.


Notary Public

12/17/99
Date



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