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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. WE CARE PHARMACIES, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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(Corporation Name) (Document #)

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SECRETARY OF STATE
DIVISION OF CORPORATION
TALLAHASSEE FLORIDA

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF**

WE CARE PHARMACIES, INC.

A FLORIDA CORPORATION NOT FOR PROFIT

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, subscribe to and form a corporation not for profit under the **Florida Not For Profit Act, Chapter 617, Florida Statutes.**

**ARTICLE 1
NAME**

The Name of the corporation is -:

WE CARE PHARMACIES, INC.

**ARTICLE 11
THE PRINCIPAL ADDRESS**

The street address of the principal place of business is -:

8352 NE 2ND AVENUE, MIAMI, FLORIDA 33138

**ARTICLE 111.
THE TERM OF EXISTENCE**

This corporation shall exist perpetually, unless sooner dissolved by law.

**ARTICLE IV.
NATURE OF BUSINESS**

The mission of this corporation is to offer our services and support to the community infected with AIDS. To administer hospice support to the parents with AIDA infected children and assist financially with the burial of their children.

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This corporation shall be authorized to carry on such business in all respects of those exempt purposes described in Section 501 C (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in any and all lawful acts pursuant to Florida Statutes 617.021 as is or hereafter amended. As well as those activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such purposes. In furtherance of its purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempted activities.

As a means and incidental to accomplish these tasks, it may;

1. Solicit, accept, acquire, receive and hold bequeath, devise, grant, gift, purchase, exchange, lease transfer, or otherwise, for any of its objects real and or personal property of whatever nature or description and wherever situated.
2. Sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property both real and personal, as the objects and purposes of as may be prescribed by law; and
3. Borrow and or lend money as authorized by its board of Directors, and from time to time, to make, accept, endorse and issue bonds, debentures, promissory notes, bill of exchange and other obligations properly acquired or for the purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or privileges of the corporation, wherever situated; and
4. In general, to exercise such other powers which now are or hereafter may be conferred by law upon corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to attainment of the purpose of the corporation, subject to such limitations as are or may be prescribed by law.

Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are furtherance of the exempt purpose of the organizations set forth in Section C3 of the Internal Revenue Code of 1986 and its Regulations and Florida Statutes 617 as the same now exist, or as they may be hereafter amended from time to time.

No part of the activities of this corporation shall consist of carrying on Propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation, from any source, after the payments of all debts and obligation of the corporation, shall be used or distributed to one or more non-profit organization who's beliefs and goals are the same or similar to **We Care Pharmacies, Inc.**, or as otherwise provided by law or to one more organization(s) then described in Section 501 C (3) of the Internal Revenue Code of 1986, or to the federal, state or local government for exclusively public purposes.

ARTICLE V. BOARD OF DIRECTORS

The Board of Directors shall manage the corporation. This corporation shall have Four (4) Directors, initially. The number of directors may be increased or diminished from time to time, by the By-Laws, but shall never be less than four (4). Directors shall be elected as provided in the By-Laws. The names and street addresses of the persons who are to serve on the initial Board of Directors are -:

Stanley T. Davenport	964 SW 101 st Way, Pembroke Pines, FL 33027
Lisa Davenport	964 SW 101 st Way, Pembroke Pines, FI 33027
Hartley Hinds	4890 NW 7 th Street, Plantation, FI 33317
Satpal K. Sautman	9624 NW 7 th Circle #1535, Plantation, FI 33324

ARTICLE V1 OFFICERS

The general officers of the corporation shall be those elected and/or appointed to perform such duties as those set forth in the By-Laws. The names and street addresses of the initial officers of the corporation are -:

Stanley T. Davenport President	964 SW 101 st Way, Pembroke Pines, FL 33027
Lisa Davenport Vice President	964 SW 101 st Way, Pembroke Pines, FI 33027
Hartley Hinds Treasurer	4890 NW 7 th Street, Plantation, FI 33317
Satpal K. Sautman Secretary	9624 NW 7 th Circle #1535, Plantation, 33324

**ARTICLE V11
INCORPORATORS**

The name and address of the incorporator of this corporation and the person signing these Articles of Incorporation is -:

Stanley T. Davenport 964 S.W. 101st Way, Pembroke Pines, FL 33027

**ARTICLE V111
BY-LAWS**

The Board of Directors of this Corporation shall provide laws for the conduct of its business and the carrying out of its purposes. The By-Laws may be amended or rescinded by a majority vote of those members of the board of Directors at any regular meeting or any special called meeting; provided that the notice has been given in accordance with the By-Laws.

**ARTICLE IX
AMENDMENTS**

These Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority of vote of those present, provided that a notice of the intention to submit amendments shall have been given as provided by the By-Laws.

**ARTICLE X.
INDEMNITY**

The Corporation shall indemnify, to the full extent permitted by law, any and all persons who may serve, or who have served at any time, as trustee of officers, and their respective heirs, administrators, successors and assigns, against any and all expenses, including but not limited to the amounts paid in settlement (before or after suit commenced), or amounts actually and necessarily incurred by such person(s) in connection with the defense or settlement of any claim, action, suit or proceedings, by reason of having been or being directors, trustees or officers provided that the Corporation shall not provide indemnification in cases wherein the trustee, director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The indemnification herein described may be entitles under by law, agreement, vote of active members or otherwise.

ARTICLES OF INCORPORATION HAVE BEEN EXECUTED AT MIAMI,
FLORIDA, THIS 16th DAY OF July 2002.

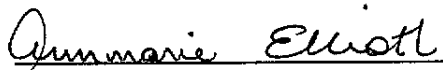
IN WITNESS WHEREOF, We have hereunto set our hand and seal,
acknowledged and filed the foregoing Articles of Incorporation under the State of
Florida, this 16th day of July 2002.

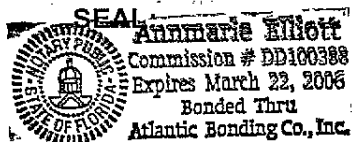
Signature:


Stanley T. Davenport, President

STATE OF FLORIDA }
 }SS
COUNTY OF BROWARD}

The foregoing instrument was acknowledged before me on this 19th day
of July, 2002 by **Stanley T. Davenport, President, of We Care Pharmacies, Inc.,**
a Florida Not For Profit Corporation, on behalf of the Corporation. He has produced valid
Florida Drivers Licenses as proof of identification.


AnnMarie C. Elliott
Notary Public, State of Florida.



CERTIFICATE DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

In pursuance of **Chapter 48.091, Florida Statutes**, the following is submitted, in compliance with said Act: the Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Agent, in the State of Florida.

WE CARE PHARMACIES, INC.

The name and address of the registered agent and office is -:

NAME: STANLEY T. DAVENPORT

ADDRESS: 8352 NE 2ND AVENUE, MIAMI, FL 33150

ACKNOWLEDGEMENT:

Having been named as **Registered Agent** and to accept service of process for the above stated Corporation, at 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: 
Stanley T. Davenport
Registered Agent

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