

TEC P96000052506

Friday, 14 June, 1996

**BOARD OF DIRECTORS**

**Officers**

Dr. Roy Phillips  
President  
Hosna Butler, Jr.  
Secretary  
Vernard C. Anderson  
Treasurer

**Members**

Cornelius E. Allen  
Reginald Clyne, Esq.  
T. Willard Fair  
Ronald E. Harrier  
Howard Hadley, Jr., M.D.  
John A. Hall  
Ken Mason  
Congresswoman Carlo P. Mack  
Dr. Rudolph Molin  
Garth C. Reeves  
Neill Robinson  
Dorothea Stewart  
Karen Johnson Street  
Daine H. Black,  
Executive Director

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, FL 32314

Gentlemen:

**SUBJECT: HELPING HANDS ASSISTED LIVING FACILITY, INC.**

Enclosed please find an original and one copy of the titled Articles of Incorporation and the Certificate designating the place of business and registered agent

Please file both the Articles and Certificate of Designation for each corporation and return a filed marked certified copy of each document to the following address:

**WILLIAM C. YOUNG, JD  
TOOLS FOR CHANGE  
6255 N. W. SEVENTH AVENUE  
MIAMI, FL 33150**

200001867582  
-06/19/96--01111--008  
\*\*\*\*122.50 \*\*\*\*122.50

Thank you for your attention to this matter.

Very truly yours,

  
William C. Young, JD

WCY:jad

Enclosures

**TOOLS FOR CHANGE**  
**BLACK ECONOMIC DEVELOPMENT COALITION, INC.**

6255 N.W. 7th Avenue • Miami, FL 33150 • Telephone: (305) 751-8934 • Facsimile: (305) 751-1619

6736/20/96

**ARTICLES OF INCORPORATION**

**OF**

**HELPING HANDS ASSISTED LIVING FACILITY, INC.**

The undersigned, incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME OF THE CORPORATION**

The name of the corporation is HELPING HANDS ASSISTED LIVING FACILITY, INC., hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 18520 N. W. 67 AVENUE, SUITE 334, MIAMI, FLORIDA 33015 .

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

**ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize

the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### **ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office 18520 N. W. 67 AVENUE, SUITE 334, MIAMI, FLORIDA 33015 and the registered agent at that office is TYRONE WILLIAMS.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have TWO (2) directors constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

TYRONE WILLIAMS  
18520 N. W. 67 AVENUE, SUITE 334  
MIAMI, FLORIDA 33015

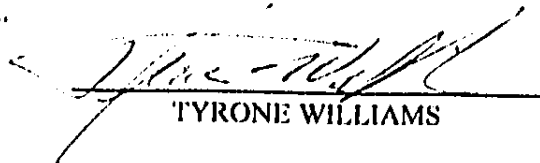
LAURA TIGNER  
18520 N. W. 67 AVENUE, SUITE 334  
MIAMI, FLORIDA 33015

**ARTICLE IX: INCORPORATOR**

The incorporator of the Corporation is as follows:

TYRONE WILLIAMS  
18520 N. W. 67 AVENUE, SUITE 334  
MIAMI, FLORIDA 33015

IN WITNESS WHEREOF, I, TYRONE WILLIAMS, the undersigned incorporator, have signed these Articles of Incorporation on this 12<sup>th</sup> day of June, 1996 and acknowledged the same to be my act.

  
TYRONE WILLIAMS

STATE OF FLORIDA      )

COUNTY OF DADE      )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of June, 1996 by TYRONE WILLIAMS, who personally appeared before me at the time of notarization, and who is personally known to me or who produced a FLORIDA DRIVER'S LICENSE as identification.

NOTARY PUBLIC:

SIGN: Stanley B. Lewis

PRINT: STANLEY B. LEWIS  
STATE OF FLORIDA AT LARGE



STANLEY B. LEWIS  
My Commission CC407757  
Expires Sep. 18, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED**

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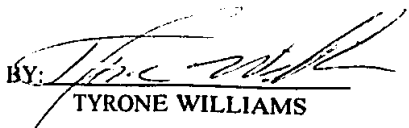
Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That HELPING HANDS ASSISTED LIVING FACILITY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of MIAMI, County of DADE, State of Florida, has named TYRONE WILLIAMS at 18520 N. W. 67 AVENUE, SUITE 334, in the City of MIAMI, County of DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

**ACKNOWLEDGEMENT:**

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.

BY:   
TYRONE WILLIAMS

DATE: June 12, 1996