



BOARD OF DIRECTORS

Officers

Dr. Roy Phillips
President
Hosea Butler, Jr.
Secretary
Verberl C. Anderson
Treasurer

Members

Cornelius E. Allen
Reginald Chyne, Esq.
Clarence W. Ewell
T. Willard Fair
Ronald E. Frazier
Howard Hadley, Jr., M.D.
John A. Hall
Ken Mason
Congresswoman Carrie P. Meek
Dr. Rudolph Mose
Garth C. Reeves
Neil Robinson
Dorothea Stewart
Kaaren Johnson Street
Elaine H. Black,
Executive Director

January 23, 1997

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

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-01/28/97--01072--015
****122.50 ****122.50

**Re: Articles of Incorporation:
NEW BEGINNINGS ADULT HEALTHCARE CENTER, INC.**

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above referenced corporations a Certificate Designating Place of Business for NEW BEGINNINGS ADULT HEALTHCARE CENTER, INC., along with check# 105, in the amount of \$122.50 for filing fee.

Please file both the Article and Certificate of Designation for the corporation and return a file-marked, certified copy of each document to the undersigned attorney at:

**TOOLS FOR CHANGE
6255 N.W. 7TH AVENUE
MIAMI, FLORIDA 33150**

Thank you for your assistance with this matter.

Sincerely,

Jeannette G. Andrews, Esquire

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

FILED
97 JAN 27 AM 8:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

NEW BEGINNINGS ADULT HEALTHCARE CENTER, 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:

ARTICLES I: NAME OF THE CORPORATION

The name of the corporation is **NEW BEGINNINGS ADULT HEALTHCARE CENTER, 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 **17308 COLLINS AVENUE, MAIMI BEACH, FLORIDA 33160.**

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.

FILED
97 JAN 27 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **17308 COLLINS AVENUE, MIAMI BEACH, FLORIDA 33160**, and the registered agent at that office is **ALICIA SCHINDLER**.

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:

**ALICIA SCHINDLER
17308 COLLINS AVENUE
MIAMI BEACH, FLORIDA 33160**

**GENNADY SHTEYRENBURG
1047 N.E. 204th TERRACE
N. MIAMI BEACH FLORIDA 33179**

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

**ALICIA SCHINDLER
17308 COLLINS AVENUE
MIAMI BEACH, FLORIDA 33160**

IN WITNESS WHEREOF, I, **ALICIA SCHINDLER**, the undersigned incorporator, have signed these Articles of Incorporation on this 23rd day of January, 1997, and acknowledged the same to be my act.

Alicia Schindler
ALICIA SCHINDLER

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 23rd day of January, 1997 by **ALICIA SCHINDLER**, 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: *Geraldine M. Belle*

PRINT: Geraldine M. Belle
STATE OF FLORIDA AT LARGE



Geraldine Mathie Belle
My Commission 00877801
Expires Aug. 18, 2000

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

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 **NEW BEGINNINGS ADULT HEALTHCARE CENTER, 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 **ALICIA SCHINDLER**, at, **17308 COLLINS AVENUE**, in the City of **MIAMI BEACH**, County of **DADE**, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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: _____

ALICIA SCHINDLER

DATE: _____

January 21, 1997

97 JAN 27 AM 8:02
SECRETARY OF STATE
TALLAHASSEE FL 32399
FILED