

997000035416

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: HOLISTIC HEALTH INSTITUTE, INC.

(Proposed corporate name - must include suffix)

400002148234--0
-04/18/97--01110--013
*****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: D. ARIADNE ROJAS

Name (Printed or typed)

13989 S.W. 94th CIRCLE LN. #2-102.

Address

MIAMI, FLORIDA 33186

City, State & Zip

(305) 388-6066 FAX # (305) 576-4097

Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR 18 PM 1:02

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NOTE: Please provide the original and one copy of the articles.

4/21

HOLISTIC HEALTH INSTITUTE, INC.
ARTICLES OF INCORPORATION

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ARTICLE I ORGANIZATION Name:

This Corporation, formed under the Florida for profit-corporation law, shall be known as HOLISTIC HEALTH INSTITUTE, INC.

Offices: The principal offices of the Corporation shall be located in the State of Florida at such place or places as the Board of Directors may, from time to time, designate. The initial mailing address shall be 13989 S.W. 94TH CIRCLE LN. #2-102, Miami, Florida 33186.

ARTICLE II PURPOSE:

This Corporation is organized within the State of Florida, will serve at various locations throughout the state and shall operate principally for the purpose of providing holistic wellness services and treatment, to alleviate pain, suffering, and enhance the therapeutic response of the immune system. The Corporation may also engage in any and all other activities as may be necessary, incidental or convenient to carry out the business of the Corporation as contemplated by these Articles.

ARTICLE III BOARD OF DIRECTORS:

The Board of Directors is responsible for the direction and control of all matters pertaining to the Corporation. The Board of Directors shall select the Manager, who shall serve at the pleasure of the Board. The Manager shall establish personnel and management policies in accordance with applicable law and such policies as the Board may adopt.

Members of the Board of Directors: The affairs of the Corporation shall be managed by the Board of Directors. These shall initially be the owners of the Corporation but later may be expanded to up to five members, or any number designated by the Board.

Initial Appointment of Directors:

Initial Board Members shall consist of the owners of the Corporation.

ARTICLE IV MEETING OF BOARD OF DIRECTORS:

Meeting of Board of Directors: Every meeting of persons who are Directors of the Corporation at which there is a quorum, as defined in the by-laws of the Corporation, shall be deemed to be a meeting of the Board of Directors and any action taken at such meeting shall be the action of the Board of Directors in so far as such action is authorized by law.

Minutes: Action taken at meetings of the Board of Directors shall be recorded in minutes. Such minutes need not distinguish between the different types of meetings in which action is taken.

Time and Place of Meetings: All meetings shall be held at such time and place within or out the State of Florida, as may, from time to time, be fixed by the Board of Directors or the President or the Secretary as may be provided in the by-laws of the Corporation with appropriate notice as required by the by-laws.

Requirements for voting: Qualifications for those entitled to vote for the election of directors and for other matters requiring shareholder approval shall be as defined in the by-laws of the Corporation.

ARTICLE V OFFICERS:

The following persons are elected to the offices set forth opposite their names to serve until their successors are elected and qualified or until their earlier death or resignation:

Lawrence Edward Goodman- Chief Executive Officer -President

Ariadne Rojas- Vice-President/Marketing

Billie W. Gimenez- Vice-President/Business Affairs

Manuel Laureano- Vice President/Operations

At the first meeting and at each annual meeting of the Board of Directors, the Board of Directors shall elect a President, a Secretary, a Treasurer and such Vice President(s) as the Board of Directors may deem appropriate. The Board may also appoint one or more Assistant Secretaries and Assistant Treasurers, who will not be voting members of the Board. The President, Vice President(s), Secretary and Treasurer and not more than one other Director named by the Board shall constitute the Executive Committee of the Corporation.

Advisor: The manager shall serve as advisor to the Board of Directors and shall maintain full consultative relationship with the Board of Directors and all Committees thereof.

Fiscal year: The Fiscal Year of the Corporation shall be January 1 through December 30 of each year.

ARTICLE VI AMENDMENT OF ARTICLES OF INCORPORATION:

The Articles of Incorporation of this Corporation may, in any particular, be repealed, and new Articles of Incorporation, not inconsistent with any provision of Law, may be adopted, either by the affirmative vote of two thirds of the voting members present at a duly-noticed annual or special meeting of the members at which (3 members) a quorum is in attendance, or by the affirmative vote of two thirds of the Directors present at any regular or special meeting of the Board at which there is a quorum, provided however, that the

Directors shall neither make or alter any article regarding their qualifications, classifications, or term of office, nor relating to the requirements of a quorum for any meeting of the members of the Corporation, and that at least ten days notice of such proposed amendment shall have been furnished to all of the Directors.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial registered office of this corporation is located at 7645 S.W. 102 Pl. Miami, Fl. 33173 registered agent of this corporation at that address.

Mr. Manuel Gimenez, 7645 S.W. 102 Pl. Miami, Fl. 33173

ARTICLE VIII CAPITAL STOCK:

This Corporation shall be authorized to issue a maximum of 100 shares capital stock, which shall have \$1,000.00 par value, shall be designated as "Common Stock". The initial distribution of shares will be 25% to Mr. Lawrence Edward Goodman, 25% to Mr. Ms. Billie W. Gimenez, 25% to Ms. Ariadne Rojas and 25% to Mr. Manuel Laureano. In the case of a voting deadlock the owners agree to arbitration by any Court appointed mediator.

ARTICLE IX INITIAL BOARD OF DIRECTORS:

The Corporation shall have four directors constituting the initial Board of Directors. The number of directors may either be increased or decreased from time to time by the bylaws, however, there shall never be less than one director nor more than five. The name and address of the initial Board of Directors of the Corporation is:

Lawrence Edward Goodman- Chief Executive Officer -President -
7800 Red Road Suite 205 South Miami, Fl. 33143

Ariadne Rojas- Vice-President/Marketing- 14910 S.W. 82 Terr. Apt.
208 Miami, Fl. 33196

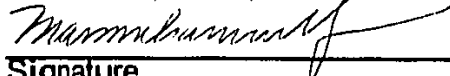
Billie W. Gimenez- Vice-President/Business Affairs- 7645 S.W. 102
PL. Miami, Fl. 33173

Manuel Laureano- Vice President/Operations-13989 S.W. 94TH Cir.
Ln. #2-102, Miami, Fl. 33186

ARTICLE X INCORPORATOR:

The name and address of the INCORPORATOR signing these Articles is:

Manuel Laureano- Vice President/Operations-13989 S.W. 94TH Cir.
Ln. #2-102, Miami, Fl. 33186



Signature

IN WITNESS WHEREOF, the undersigned Incorporator has
executed these Articles of Incorporation on the ____ day of
____, 1997.

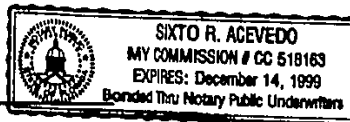
STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, a Notary Public authorized to take acknowledgments
in the State and County set forth above, personally appeared Mr.
Manuel Laureano, known to be and known by me to be the person
who executed the foregoing Articles of Incorporation, and he
acknowledged before me that he executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State
and County above this 15 day of APRIL, 1997

Sixto R. Acevedo



NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 14 day of Dec, 1999.

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes,
the following is submitted:

FIRST that Mr. Manuel Laureano, desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 13989 S.W. 94TH Cir. Ln, #2-102 Miami, FL 33186,
has named **Mr. Manuel Gimenez- 7645 S.W. 102 PL. Miami, FL
33173**

as its agent to accept service of process within Florida.

Dated: 15th day of April of , 1997.

Having been named to accept service of process for the above
corporation, at the place designated in this certificate, I hereby agree
to act in this capacity further agree to comply with the provisions of
all statutes relative to the proper performance of my duties.


Mr. Manuel Gimenez
Registered Agent

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SECRETARY OF STATE
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