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**AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS
INSTITUTE, INC.**

**3705 Mt. Zion Circle
Yulee, FL 32097
904-556-3363**

January 14, 2005

Department of State
Division of Corporations
P.O. Box 6397
Tallahassee, Florida
32314

SUBJECT: ARTICLES OF INCORPORATION

Dear Sir/Madame:

Attached are one original and one copy of the Articles of Incorporation for the AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS INSTITUTE, INC. Included is a money order in the amount of \$87.50 for filing fees.

Hoping that this application is in compliance with the filing requirements.

Sincerely,

Jennett Baker – President
Registered Agent

Cc: Board of Directors

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ARTICLES OF INCORPORATION
OF
AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS
INSTITUTE, INC.
(Florida not-for-profit corporation)

The undersigned, acting as the incorporator of **AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS INSTITUTE, INC.**, is a not-for-profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, as amended, (hereinafter referred to as the "Corporation") and as President of the Corporation, by virtue of the authority granted in Resolution 2004 approved by a majority of the Corporation's Board of Directors at it's November 16, 2004, meeting, hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I: NAME

The name of the Corporation shall be: **AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS INSTITUTE, INC.**, hereinafter referred to as the "Corporation."

ARTICLE II: OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is: 3705 Mt. Zion Circle, Yulee, Florida, 32097.

ARTICLE III: PURPOSES

The Corporation is organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code of 1986, as amended, or any future corresponding provision of any future United States Internal Revenue Law.

The purpose of **AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS INSTITUTE, INC.**, is to work in the community to develop and promote professional health care training and educational services to the public that will address health care disparities particularly the impact of HIV/AIDS among communities of color. The corporation will work throughout the community with emphasis on implementing programs and services to meet the needs of community based organizations, local, state and federal agencies. The subcultures and diversity of our multi-ethnic and multi-cultural society demands the intervention of special unique training models that are designed to improve the health care status of our minority population. The development of educational curriculums designed to address the needs of the minority community will ultimately improve the quality of life for all residents of Florida. Training programs ranging from health and social awareness, substance abuse and mental health, prevention education and job training and placement programs designed to work in the continuum of care will be implemented by the corporation.

The Corporation will concentrate its efforts in Nassau, Duval, Volusia and surrounding counties and will also be active at the State and Federal levels. **AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS INSTITUTE, INC.**, will be committed to employing qualified persons at every level of the corporate structure.

The Corporation's target goal will be to reach the general population with concentration in minority communities, especially the Caribbean, African American, Haitian, and Hispanic community. (Caribbean, African American, Haitian and Hispanic communities currently represent the largest number of minority residents in Nassau, Duval, and Volusia Counties). The corporation will identify agencies, individuals and groups interested in addressing the needs of employees and the importance of improving the working environment. The corporation will develop strategies to encourage and expose our programs in the community through presentations and activities that will be channeled through radio, television and live displays.

ARTICLE IV: RESTRICTIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign or candidacy for public office.

ARTICLE V: MEMBERSHIP

The Corporation shall be non-membership.

**ARTICLE VI: REGISTERED OFFICE AND AGENT
INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Jennett Baker
3705 Mt. Zion Circle
Yulee, Fl. 32097

Having been named as the 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.

SIGN: _____



The Corporation's registered office shall be: 3705 Mt. Zion Circle
Yulee, Fl. 32097. Jennett Baker shall be the registered agent of the
Corporation at that address.

ARTICLE VII: BOARD OF DIRECTORS

The Board of Directors shall consist of seven (7) persons. The number may be increased or decreased from time to time by an amendment to the Corporation By-Laws. However, there shall never be less than five (5) persons on the Board of Directors. All members of the Board of Directors shall be selected as provided for in the Corporation By-Laws. The Board of Directors consists of:

Jennett Baker- President
Medical Nurse
3705 Mt. Zion Circle
Yulee, Fl. 32307

Betty Wilson -Vice President
Medical Nurse
3705 Mt. Zion Circle
Yulee, Fl. 32097

Amryl Garvin - Public Relations Officer
Public Health Nurse
5953 Westgate Drive, Suite 1822, Orlando, FL 32835

Brian Browne – Grants Coordinator
Government Consultant
1740 NW 187th Street
Miami, FL 33056

ARTICLE VIII: OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, Assistant Treasurer, Public Relations Officer, Marketing Representative and such other officers as may be provided by 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 vote of those present, provided that notice of the intent to submit amendments shall have been given as provided by the By-Laws.

ARTICLE X: DISTRIBUTION OF ASSETS UPON DISSOLUTION

The property of the Corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon dissolution or winding up of the Corporation its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI: INCORPORATOR

The incorporators of the Corporation is: Jennett Baker. IN WITNESS WHEREOF, I, Jennett Baker, the undersigned incorporators as President of **AFRICAN AMERICAN HIV/AIDS HEALTH CARE SPEAKERS INSTITUTE, INC.**, have affixed our signature thereto on Tuesday, February 1, 2004 to the Article of Incorporation.


Jennett Baker

STATE OF FLORIDA
(COUNTY OF NASSAU)

The foregoing instrument was sworn to me this 1st day of February 2005, by Jennett Baker, who personally appeared before me at the time of notarization, and who is personally known to me or have produced a Florida Driver's License as identification.

NOTARY PUBLIC:

Sign Kimberly Ivery Andrews
Print Kimberly Ivery Andrews



Kimberly Ivery-Andrews
MY COMMISSION # DDO29164 EXPIRES
May 28, 2005
BONDED THRU TROY FAAM INSURANCE, INC.