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FILED
00 DEC 29 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KELLY B. PLANTE, ESQUIRE

December 29, 2000

N01000000226

Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, FL 32301

Via Hand Delivery

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-12/29/00--01041--006
*****78.75 *****78.75

To Whom It May Concern:

Enclosed for filing, please find the **ARTICLES OF INCORPORATION**, along with a check in the amount of **\$78.75** for the applicable filing fees and fees to obtain a **Certified Copy** of the **Articles of Incorporation** for the following entity:

MIMA FOUNDATION, INC.

Upon receipt, please "date-stamp" the copy of the letter provided and call Ann Cotroneo at 222-7717, when the document is ready. Thank you for your assistance in this matter.

Very truly yours,

Kelly Plante

Kelly B. Plante

W-30352

KBP/amc
Enclosures
GHRCORP/GHR2

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00 DEC 29 AM 10:20
DIVISION OF CORPORATIONS

1-10-01

ORLANDO
407-843-8880



MELBOURNE
321-727-8100

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 29, 2000

GRAY, HARRIS & ROBINSON
225 SOUTH ADAMS ST.
TALLAHASSEE, FL 32302

SUBJECT: MIMA FOUNDATION, INC.
Ref. Number: W00000030352

We have received your document for MIMA FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 800A00064886

**ARTICLES OF INCORPORATION
OF
MIMA FOUNDATION OF BREVARD, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be MIMA FOUNDATION OF BREVARD, INC.

ARTICLE II - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The principal office and/or mailing address of this corporation shall be: 200 E. Sheridan Road, Melbourne, Florida 32901.

ARTICLE III - PURPOSES

The purposes for which the corporation is organized are:

In particular, to enhance the health care of our community by providing scholarships and grants to deserving individuals pursuing education in health-related fields including but not limited to, medicine, nursing, imaging technologies, respiratory care, biomedical research, pharmacy, and health care administration and to assist the underprivileged in the South Broward County, Florida area.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation.

The purposes for which this corporation is organized shall be limited to those which are strictly charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). In connection therewith and as limited thereby, the purposes for which the corporation is formed are: (i) to provide scholarships to deserving individuals located in the South Brevard County, Florida; (ii) to provide aid to the needy and underprivileged individuals and families in the South Brevard County, Florida area; and (iii) to engage in other charitable endeavors from time to time.

In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

The corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE IV - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual. In addition, if this corporation is classified as a "Private Foundation" within the meaning of Section 509 of the Code, then: (a) the corporation shall cause its income for each taxable year to be distributed at such time and in such amounts so as to not subject the corporation to tax under Section 4942 of the Code; (b) the corporation shall not engage in acts of self dealing (as defined in Section 4941(d) of the Code); (c) the corporation shall not retain excess business holdings as defined in Section 4943 of the Code; (d) the corporation shall not make taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V - MEMBERS

Members of the corporation shall consist of:

(a) Individuals serving as Directors of the corporation; such members shall be voting members of the corporation.

(b) To become a voting member of the corporation, an individual shall be elected by a majority vote of the Board of Directors to be a voting member of the corporation. When an individual ceases to be a member of the Board of Directors he shall cease to be a voting member of the corporation until such time as he again becomes a director or until such time as a majority of the Board of Directors vote to make the individual a voting member of the corporation.

(c) In addition to voting members of the corporation, the corporation may have advisory members who shall be nonvoting members of the corporation. All members of the Advisory Board of the corporation shall be advisory members, and shall be elected by a majority vote of the voting members of the corporation. Such nonvoting members of the corporation may be removed as provided in the By-laws.

ARTICLE VI - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VII - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of December, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary, and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VIII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Joseph L. Collins, M.D.	President
Joseph A. Gurri, M.D.	Vice President
Joseph A. McClure, M.D.	Secretary
James M. Rnalson, M.D.	Treasurer

ARTICLE IX - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be five (5), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph A. McClure, M.D.	200 E. Sheridan Road Melbourne, Florida 32901
Joseph A. Gurri, M.D.	200 E. Sheridan Road Melbourne, Florida 32901
James M. Ronaldson, M.D.	200 E. Sheridan Road Melbourne, Florida 32901

Joseph L. Collins, M.D.

200 E. Sheridan Road
Melbourne, Florida 32901

Al O'Connell

200 E. Sheridan Road
Melbourne, Florida 32901

ARTICLE X - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE XI - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XII - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this corporation shall be:

William A. Boyles

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Joseph L. Collins, M.D.
200 E. Sheridan Road
Melbourne, Florida 32901

IN WITNESS WHEREOF, I have set my hand and seal this 18th day of Dec,
2000.

Joseph L Collins M.D.
Joseph L. Collins, M.D.

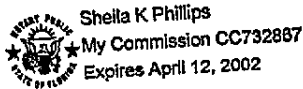
STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 18 day of December, 2000
by Joseph L. Collins, M.D.

Sheila K. Phillips
Signature of Notary Public

Sheila K. Phillips
(Print Notary Name)

My Commission Expires: April 12, 2002
Commission No.: CC 732 867



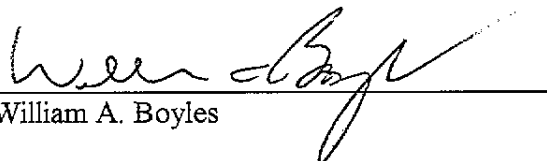
AFFIX NOTARY STAMP

Personally known, or
 Produced Identification
Type of Identification Produced:

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of MIMA
OF BREVARD, INC.
FOUNDATION , I hereby accept and agree to act in this capacity.

Dated: 12-29 , 2000.



William A. Boyles

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TALLAHASSEE, FLORIDA