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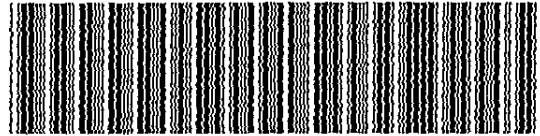
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**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

Harry A. Jones  
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Reply to  
( x ) Titusville  
( ) Melbourne

June 17, 2003

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32301

Re: The 1948 Society of The University of the  
West Indies Medical Alumni Association, Inc.

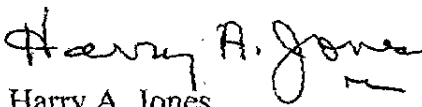
Dear Sir/Madam:

Enclosed find an original and one copy of Articles of Incorporation for the above-captioned corporation, together with check in the sum of \$70.00 to cover your filing fees.

Please stamp the copy of the Articles with the date received in your office and return to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

  
Harry A. Jones

HAJ/re

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
THE 1948 SOCIETY OF THE UNIVERSITY OF THE WEST INDIES  
MEDICAL ALUMNI ASSOCIATION, INC.

The undersigned by execution adopt the following Articles of Incorporation pursuant to the Corporations Not For Profit Statute, Chapter 617, State of Florida.

**ARTICLE I.**

The name of the corporation shall be The 1948 Society of The University of the West Indies Medical Alumni Association, Inc.

**ARTICLE II.**

This nonprofit corporation shall have perpetual existence and shall commence existence on the date these Articles are filed with the Secretary of State.

**ARTICLE III.**

The purposes for which this corporation is organized are:

(A) To operate and serve as a direct support organization of The University of the West Indies Medical Alumni Association.

(B) To enter into and carry out the terms of one or more agreements with The University of the West Indies Medical Alumni Association by which this Corporation shall provide its support toward all or any of the following Alumni Association programs:

- (1) To provide fellowships, awards and grants to the faculty members and departments of the various medical facilities of The University of the West Indies;
- (2) To provide medical texts and periodicals for use by and in the various medical libraries of The University of the West Indies;

- (3) To support the student activities and provide stethoscopes and other equipment support to the clinical students at the various medical facilities of The University of the West Indies; and
- (4) To solicit the donation of funds toward the construction and maintenance of medical libraries, classrooms and conference facilities benefitting the various medical education activities of The University of the West Indies.

(C) To promote in coordination with The University of the West Indies Medical Alumni Association volunteer activities, educational programs and fund-raising events which benefit and/or assist the Faculty of Medicine and Medical Students of The University of the West Indies.

(D) To maintain through this Corporation's designated representatives a close and continuous working relationship with The University of The West Indies Medical Alumni Association;

(E) To have all the powers conferred upon not for profit corporations formed under the laws of the State of Florida.

(F) To solicit and accept by subscription, gift, grant, donation, bequest, devise or otherwise, money and property of any kind from any member of the general public and from any firm, association, foundation, or corporation, including municipal, county, state or national government or other governmental unit or instrumentality thereof and expressly providing such money and property be used solely for the purposes specified above.

#### **ARTICLE IV.**

The management and control of the Corporation shall be vested in the Board of Directors of The 1948 Society of The University of the West Indies Medical Alumni Association Inc., a Florida not-for-profit corporation. The manner in which such management and control of the Corporation shall be exercised shall be set forth in the Bylaws of the Corporation which are to be adopted at the organizational meeting of the Corporation.

**ARTICLE V**

Members. The Corporation shall serve as a subsidiary organization of The University of the West Indies Medical Alumni Association, Inc.

**ARTICLE VI.**

The address of the initial registered office of this Corporation in the state of Florida is: 1849 Medical Drive, Titusville, FL 32796, and the name of the initial registered agent at that office is Victor R. Boodhoo, M.D. The initial registered office is also the principal place of business. The directors may from time to time move the registered office to any other address in the State of Florida.

**ARTICLE VII.**

The names and addresses of the subscribers to these Articles are:

<u>Name</u>	<u>Address</u>
Victor R. Boodhoo, M.D.	1849 Medical Drive Titusville, FL 32796

**ARTICLE VIII**

In all events and under all circumstances, notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this corporation, voluntarily or involuntarily, or by operation of law, or upon amendment of the Articles of Incorporation:

1. No part of the assets or net earnings of the corporation shall inure to the benefit of or be distributed to its incorporators, directors, officers, or other private persons having a personal or private interest in the corporation, other than reimbursement of reasonable expenses rendered any person employed by the corporation and incurred in carrying out the purposes set forth in Article III hereof.

2. Except as expressly permitted and duly elected under the provisions of 501(h) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law), the corporation shall be expressly prohibited from conducting or carrying on propaganda or otherwise attempting to influence the Legislature, or intervening in any political campaign on behalf of any candidate for public office, or any other activity

not permitted to be carried on by a corporation exempt from federal income tax under Section 509(a)(iii) of the Internal Revenue Code of 1986 (or any other corresponding provisions of any future Internal Revenue law).

#### **ARTICLE IX.**

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, the By-laws of the corporation may be altered, amended, rescinded, adopted or added to by appropriate action of the Directors of the corporation at a meeting of the Directors at a time and in the manner provided for in the By-laws.

#### **ARTICLE X.**

That subject to such express restrictions and conditions as set forth herein or otherwise applicable under any federal or state law or regulation, any amendment to the Articles of Incorporation shall be proposed, voted on, and adopted by resolution at the time and in the manner provided for in the Bylaws at an annual or special meeting of the Directors; and the resolution adopted shall be transmitted to the Secretary of State as provided in Chapter 617, Florida Statutes.

#### **ARTICLE XI.**

In the event of the disposition of any surplus or abandoned property of the corporation, or upon dissolution, voluntary or otherwise, the assets of the corporation shall not inure to the benefit of any member or individual, but shall be transferred to such publicly supported charitable organizations and/or governmental units as are then receiving or entitled to receive direct support from the Corporation pursuant to the purposes specified in Article III hereof and which shall have as its primary purpose those same responsibilities as specified in Article III hereof.

#### **ARTICLE XII.**

Each officer, director, employee and agent of the corporation shall be entitled to indemnification and advancement of expenses by virtue of their acts on behalf of the corporation and to the full extent provided in Section 607.0850 and Section 617.028, Florida Statutes, as amended from time to time.

IN WITNESS WHEREOF, the undersigned being the incorporators hereinabove named, for the purpose of forming a corporation pursuant to the Corporations Not-for-Profit Statutes, Chapter 617, State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto set their hands and seals this 17<sup>th</sup> day of June, 2003.

Victor R. Boodhoo M.D.  
Victor R. Boodhoo, M.D.

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared VICTOR R. BOODHOO, M.D., to me personally known to be the person described in and who executed the foregoing instrument and acknowledged before that he executed the same, and he did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 17 day of June, 2003.

Ruth S. Ellis  
NOTARY PUBLIC, State of Florida  
My Commission Expires:



Ruth S. Ellis  
MY COMMISSION # DD031714 EXPIRES  
July 9, 2005  
BONDED THRU TROY FAIN INSURANCE, INC

FILED

03 JUN 23 AM 9:18

**STATEMENT OF DESIGNATION AND ACCEPTANCE**  
**OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE**  
STATE  
TALLAHASSEE FLORIDA

THE 1948 SOCIETY OF THE UNIVERSITY OF THE WEST INDIES  
MEDICAL ALUMNI ASSOCIATION, INC..

Pursuant to the provisions of Florida Statutes, Sections 48.091 and 607.034(3), the undersigned as Incorporator The 1948 Society of The University of the West Indies Medical Alumni Association, Inc, hereby file this statement of the designation and acceptance of the initial registered agent of the Corporation.

The street address of the initial registered offices of this Corporation is 1849 Medical Drive, Titusville, FL 32796 and the name of the initial registered agent of this Corporation at that address is Victor R. Boodhoo, M.D.

DATED this 17<sup>th</sup> day of June, 2003.

Victor R. Boodhoo M.D.  
Victor R. Boodhoo, M.D.

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I hereby accept appointment as the registered agent of The 1948 Society of The University of the West Indies Medical Alumni Association, Inc., at the initial registered office of the Corporation at 1849 Medical Drive, Titusville, FL 32796

DATED this 17<sup>th</sup> day of June, 2003.

Victor R. Boodhoo M.D.  
Victor R. Boodhoo, M.D.