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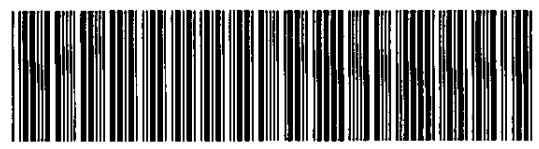
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TALLAHASSEE, FLORIDA

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AND  
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GEORGE D. WEBSTER (1921-1996)  
CHARLES E. CHAMBERLAIN (1917-2002)  
OF COUNSEL  
J. COLEMAN BEAN  
KENT MASTERSON BROWN\*  
MICHAEL P. FARRIS

\*NOT ADMITTED TO DC BAR

December 6, 2010

**VIA FEDEX**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Articles of Incorporation  
The Americas Hepato-Pancreato-Biliary Foundation, Inc.**

Dear Sir/Madam:

Please accept for filing the enclosed Articles of Incorporation (in duplicate originals) for the above-named corporation. I have also enclosed a check in the amount of \$70.00 to cover the associated filing fee.

**Please return proof of filing via the enclosed FedEx envelope.**

Please call me if you have any questions at (202) 688-3543. Thank you for your assistance.

Sincerely,



John R. Strout

Enclosures

**COVER LETTER**

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

**SUBJECT:** The Americas Hepato-Pancreato-Biliary Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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 of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: John R. Strout  
Name (Printed or typed)

1747 Pennsylvania Ave., NW, Suite 1000  
Address

Washington, DC 20006  
City, State & Zip

202-688-3543  
Daytime Telephone number

jstrout@wc-b.com  
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION  
OF  
THE AMERICAS HEPATO-PANCREATO-BILIARY FOUNDATION, INC.  
A Florida Not For Profit Corporation**

The undersigned incorporator, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), hereby certifies the following:

**ARTICLE I**

The name of the corporation is THE AMERICAS HEPATO-PANCREATO-BILIARY FOUNDATION, INC.

**ARTICLE II**

The principal place of business of the corporation, which is the same as the mailing address, of the corporation is: 341 N. Maitland Ave., Suite 130, Maitland, FL 32751.

**ARTICLE III**

The corporation is organized, and shall be operated for, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future tax code). The specific purposes for which the corporation is organized are to engage in educational, scientific, and charitable activities in support of The Americas Hepato-Pancreato-Biliary Association.

**ARTICLE IV**

The management of this corporation is hereby vested in a Board of Directors. The number of Directors, their terms, their qualifications, and their manner of election shall be as specified in the bylaws of the corporation.

**ARTICLE V**

The number of initial directors shall consist of thirteen, (13) persons who shall serve until their successors are elected and qualify. The names, addresses of the initial directors are:

Name: W. Scott Helton, MD  
Address: 32 Hilltop Drive  
Madison, CT 06443

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Name: William R. Jamagin, MD  
Address: 1275 York Avenue, C887  
New York, NY 10021

Name: Bruce D. Schirmer, MD  
Address: P.O. Box 800709  
Charlottesville, VA 22908-0709

Name: N. Joseph Espat, MD MS FACS  
Address: 825 Chalkstone Avenue  
Providence, RI 02908-4735

Name: Eduardo de Santibanes, MD, PhD  
Address: 1181 Capital Federal  
Buenos Aires, Argentina

Name: Roderich E. Schwarz, MD  
Address: 5323 Harry Hines Blvd.  
Dallas, TX 75390

Name: Susan L. Orloff, MD  
Address: 3181 SW Sam Jackson Park Road, L590  
Portland, Oregon 97239

Name: Thomas J. Howard, MD  
Address: 545 Barnhill Drive  
Indianapolis, IN 46202

Name: Oscar Inventarza  
Address: Virrey Loreto 1721 F 17  
Manuel A. Rodriguez 1162 6°  
Buenos Aires, Argentina

Name: Sean Cleary, MD  
Address: 10 EN 212  
200 Elizabeth Street  
Toronto, Ontario Canada  
M5G 2C4

Name: Nicholas J. Vauthey, MD  
Address: 1515 Holcombe Blvd, Unit #444  
Houston, TX 77030

Name: Reid B. Adams, MD  
Address: P.O. Box 800709  
Charlottesville, VA 22908-0709

Name: Paulo Herman, MD  
Address: Praca Santos Coimbra,10  
Sao Paulo, Brazil

#### **ARTICLE VI**

The name and Florida street address of the initial Registered Agent is:

Name: Kim O'Dell  
Address: Crow Segal Management Company, Inc.  
341 N. Maitland Ave. Suite 130  
Maitland, FL 32751.

#### **ARTICLE VII**

The name and address of the Incorporator are: Hugh Webster, 1747 Pennsylvania Avenue, NW, Suite 1000, Washington, DC 20006.

#### **ARTICLE VIII**

The duration of the corporation shall be perpetual.

#### **ARTICLE IX**

Provisions for regulating the affairs of the corporation, including provisions for distribution of assets on final liquidation, are as follows:

- A. The corporation shall not engage in any transactions or activities prohibited by the applicable sections of Subchapter F of Chapter 1 of the Internal Revenue Code, by §170(c)(2) of the Internal Revenue Code, or of the Florida Not For Profit Corporation Act, as they are now in force or may be afterwards amended.
- B. No part of the net earnings of the corporation shall inure to the benefit of any private individual, or any officer, director, employee or agent of the corporation or substantial contributor to it, except as reasonable compensation for services actually rendered to the corporation.
- C. The corporation shall not directly or indirectly participate or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office, nor shall any substantial part of its activities consist of attempting to influence legislation by propaganda or otherwise.

- D. Upon dissolution of the corporation, its assets shall be distributed to organizations whose purposes and activities are substantially the same as those of the corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future tax code), or shall be distributed to the federal government, or to a state or local government, for a similar public purpose. Any such assets not so disposed of by the corporation in the course of winding up its affairs shall be disposed of by a court of competent jurisdiction in the judicial district in which the principal office of the corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.
- E. The Foundation shall have no members
- F. No loan shall be made by the Foundation to any director or officer of the Foundation.

**ARTICLE X**

It is intended that the corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

By: *Ben Osell*  
 Required Signature of Registered Agent

12/2/10  
 Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

By: *[Signature]*  
 Required Signature of Incorporator

12/6/10  
 Date

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