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FLORIDA NON-PROFIT CORPORATION

Extremities Research Foundation, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
EXTREMITIES RESEARCH FOUNDATION, INC.
(a Florida not-for-profit corporation)**

THE UNDERSIGNED, acting as sole incorporator of **EXTREMITIES RESEARCH FOUNDATION, INC.** (the "Corporation") under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is **EXTREMITIES RESEARCH FOUNDATION, INC.**

ARTICLE II

Principal Place of Business and Mailing Address

The principal place of business and mailing address of the corporation shall be 4175 E. Fowler Ave., Tampa, FL 33617 and shall be subject to change as may be provided in bylaws duly adopted by the corporation.

ARTICLE III

Purpose(s)

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue law) (the "Code"), to engage in activities relating to such purposes, and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to effect such purposes.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), of the Code.

Marina Choundas, Esq., FL Bar # 0066672
Foley & Lardner
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ARTICLE IV**Powers**

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code.

(3) No distributions shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

At any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(2) The Corporation shall not engage in any act of self-dealing within the meaning of Section 4941(d) of the Code.

(3) The Corporation shall not retain any excess business holdings within the meaning of Section 4943(c) of the Code.

(4) The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

(5) The Corporation shall not make any taxable expenditures within the meaning of Section 4945(d) of the Code.

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ARTICLE V**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Roy Sanders, M.D.
4175 E. Fowler Ave.
Tampa, FL 33617

Arthur Walling, M.D.
4175 E. Fowler Ave.
Tampa, FL 33617

Kenneth Gustke, M.D.
4175 E. Fowler Ave.
Tampa, FL 33617

ARTICLE VI**Dedication of Assets; Dissolution**

The assets of this corporation are irrevocably and permanently dedicated to the purposes set forth in Article III. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.
- (2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI.
- (3) Any assets not disposed pursuant to (1) or (2) above shall be disposed of only by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to one or more organizations described in Section 501(c)(3) of the Code, or to a governmental unit referred to in Section 170(c)(1) of the Code, exclusively for

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such charitable purposes or to such charitable organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE VII

Initial Registered Office and Agent

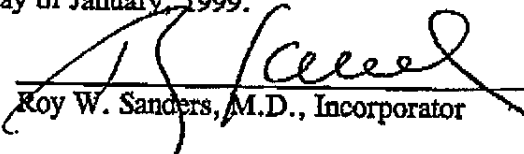
The address of the initial Registered Office of the Corporation is 4175 E. Fowler Ave., Tampa, FL, 33617 and the initial Registered Agent at such address is Roy W. Sanders, M.D.

ARTICLE VIII

Incorporator

The name and address of the sole incorporator of the Corporation is: Roy W. Sanders, M.D., 4175 E. Fowler Avenue, Tampa, FL 33617.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned incorporator this 8th day of January, 1999.



Roy W. Sanders, M.D., Incorporator

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

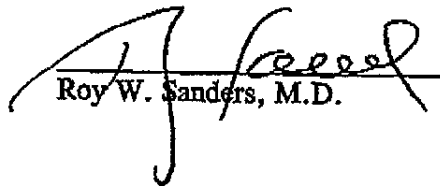
- 1. The Name of the Corporation is Extremities Research Foundation, Inc.
- 2. The name and address of the Registered Agent and office is:

Roy W. Sanders, M.D.
4175 E. Fowler Ave.
Tampa, FL, 33617

Having been named as 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.

DATED, this 9th day of January, 1999.

REGISTERED AGENT:


Roy W. Sanders, M.D.

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