

NOTE AFRICARE ENVUROMED CORP.

35

N99000000713

These amendments were adopted on Feb. 15, 1999
by a unanimous vote of the Board of Directors.

Dale Mossad m.d. President
DALE MASSAD M.D. President

N99000000710

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FILED

99 FEB 26 AM 11:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NC Amend
3-2-99
BAS



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 19, 1999

AFRICARE ENVIRO-MED CORP.
4954 ROBIN TRAIL
PALM HARBOR, FL 34683

SUBJECT: AFRICARE ENVIRO-MED CORP.
Ref. Number: N99000000710

FILED
99 FEB 26 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for AFRICARE ENVIRO-MED CORP. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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) 487-6957.

Doug Spitler
Document Specialist

Letter Number: 599A00007645

RECEIVED
99 FEB 26 10 11:01
DIVISION OF CORPORATIONS

AMENDED ARTICLES OF INCORPORATION
OF
AFRICARE ENVIRO-MED CORP.
A FLORIDA NONPROFIT CORPORATION

FILED
99 FEB 26 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1. Name. The name of the Corporation is Africare Enviro-Med Corporation.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The purpose of the Corporation is as follows:

A. This Corporation is a not-for-profit corporation organized under Chapter 617, Florida statutes. It is not organized for the private gain of any person. The purposes for which the corporation is organized are exclusively charitable, scientific and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1985 or the corresponding provision of any future United States Internal Revenue law.

The specific purposes of this Corporation are to provide no-cost medical care to needy children in Africa and provide care and preventative education to their parents. These patients and their parents will also be educated to aid in the protection of endangered wildlife native to their region and will be encouraged to participate in controlling the Corporation's endangered species projects against any poaching activities.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purpose.

D. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

E. upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized

and operated exclusively for such purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for nonvoting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each Voting member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>DALE MASSAD, M.D.</u>	<u>4954 ROBIN TRAIL, PALM HARBOR, FLORIDA 34683</u>
<u>JAMES A.HELINGER JR.</u>	<u>209 TURNER STREET CLEARWATER, FLORIDA 33756</u>
<u>FRANK ROBINSON</u>	<u>1612 HAMPTON COURT SAFETY HARBOR, FLORIDA 34695</u>

Article 5. Registered Agent and Office. The registered agent is DALE MASSAD, M.D., and the registered office is located at 4954 Robin Trail, Palm Harbor, Florida 34683.

Article 6. Board of Directors. The Board of Directors shall have not less than three and no more than six members whose names and addresses are:

<u>DALE MASSAD, M.D.</u>	<u>4954 ROBIN TRAIL, PALM HARBOR, FLORIDA 34683</u>
<u>JAMES A.HELINGER JR.</u>	<u>209 TURNER STREET CLEARWATER, FLORIDA 33756</u>

FRANK ROBINSON

1612 HAMPTON COURT
SAFETY HARBOR, FLORIDA
34695

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment by the Bylaws, but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary and Treasurer. Other officers may be provided for in the Bylaws. Each officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President:	<u>DALE MASSAD, M.D.</u>	<u>4954 ROBIN TRAIL, PALM</u> <u>HARBOR, FLORIDA 34683</u>
Treasurer:	<u>JAMES A. HELINGER JR.</u>	<u>209 TURNER STREET</u> <u>CLEARWATER, FLORIDA 33756</u>
Secretary:	<u>FRANK ROBINSON</u>	<u>1612 HAMPTON COURT</u> <u>SAFETY HARBOR, FLORIDA</u> <u>34695</u>

Article 8. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock but may issue

membership certificates if so provided in the Bylaws.

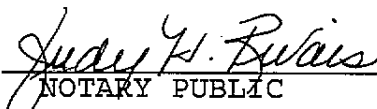
Article 9. Corporate Address. The street address of the Corporation's principal office is 4954 Robin Trail, Palm Harbor, florida 34683 (and, if different, the Corporation's mailing address: Same).

Article 10. Acceptance of Amended Articles: The three voting members of AFRICARE ENVIRO-MED CORPORATION, hereby consent and agree to the Amended Articles of Incorporation dated the 25th day of February, 1999. The number of votes cast in favor of the Amended Articles is sufficient for approval as per the ByLaws of the Corporation.

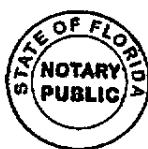
IN WITNESS WHEREOF, the undersigned has signed these Amended Articles of Incorporation on this 25th day of February, 1999.


DALE MASSAD, M.D. PRESIDENT

Acknowledged before me on this 25th day of February, 1999 who is personally known to me or who produced _____ as identification and who executed the foregoing Articles of Incorporation and Acknowledged to and before me that he/she executed said instrument for the purposes therein expressed.


NOTARY PUBLIC
STATE OF FLORIDA
PRINT NAME: JUDY H. RIVAIS

MY COMMISSION EXPIRES:



JUDY H. RIVAIS
My Comm Exp. 5/08/00
Bonded By Service Ins
No. CC534755

☒ Personally Known ☐ Other I.D.