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TRANSMITTAL LETTER

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

SUBJECT: American Hernia Society Educational 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: Pamela Milton Robb, P.A.
Name (Printed or typed)

1311 S. Vineland Road
Address

Winter Garden, FL 34787
City, State & Zip

407-654-0464
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
AMERICAN HERNIA SOCIETY
EDUCATIONAL FOUNDATION, INC.**

(A Corporation Not-For-Profit Under
Chapter 617, Florida Statutes)

We, the undersigned, desiring to form a Corporation not-for-profit pursuant to Chapter 617, Florida Statutes, subscribed to these Articles of Incorporation to form the Corporation herein provided for.

**ARTICLE I
NAME / PRINCIPAL OFFICE**

The name by which this Corporation shall be known is AMERICAN HERNIA SOCIETY EDUCATIONAL FOUNDATION, INC. The principal address of the corporation shall be 1811 Wycliff Drive, Orlando, Florida 32803.

**ARTICLE II
PURPOSES**

The purpose and objectives for which this Corporation is to be organized and incorporated shall be:

1. To solicit, acquire, accept, hold, invest, reinvest, and administer any gifts, bequests, devises, trusts (and the benefits thereof), and property of any kind or sort, without limitation as to amount or value, and to use, disburse, or donate the income therefrom, the principal, or both, for the purpose of providing funds for operating or capital expenditures, or both, for the AMERICAN HERNIA SOCIETY, a Florida not-for-profit corporation (so long as it is an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code) and of any affiliate or subsidiary of said corporation so long as such affiliate or subsidiary is also exempt from taxation under Section 501(c)(3) or 501(c)(6).
2. (a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, members [unless such member is exempt under Section

501(c)(3)] or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation by such persons.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal Income Tax under Section 501(c)(3), or 501 (c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

3. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of solely by order of the Circuit Court of Orange County, Florida, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.

4. In accomplishing the foregoing purposes subject to the limitations as set forth

above, the Corporation will be authorized to exercise all powers of a corporation not-for-profit organized under Chapter 617, Florida Statutes.

ARTICLE III **MEMBERSHIP**

The sole voting member of the Corporation shall be AMERICAN HERNIA SOCIETY, INC., a Florida not-for-profit corporation (the "Member").

The By-Laws may provide for additional classes of members; provided, however, that such additional classes shall not have voice nor vote in connection with the affairs of the Corporation.

ARTICLE IV **TERM OF EXISTENCE**

The term for which the Corporation shall exist shall be perpetual.

ARTICLE V **SUBSCRIBERS**

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

Names / Addresses

KARL A. LEBLANC, M.D.	777 Hennessey Blvd. Baton Rouge, LA 70808
ARTHUR I. GILBERT, M.D.	6250 Sunset Drive, 2nd Floor Miami, FL 33143
MAXIMO DEYSINE, M.D.	20 Prospect Ave. Rockville Centre, NY 11530
ROBERT ZOLLINGER, JR., M.D.	11100 Euclid Ave. Cleveland, OH 44106
SHELBURN M. WILKES	1811 Wycliff Dr. Orlando, Florida 32803

ARTICLE VI **MANAGEMENT**

The affairs of the Corporation are to be managed by a Board of Directors which shall consist of not less than five (5) members. The exact number of directors shall be the number fixed from time to time by a resolution of the Member's directors. The initial Board of Directors shall consist of those persons named in Article VII and each such person shall remain in office as a director until his or her successor shall have been elected and qualified or until his or her earlier death, resignation or removal.

The terms of the members of the initial Board of Directors will expire as shown in Article VII. To the extent possible, the number of directors will be evenly divided into three (3) classes, with one-third (1/3) of the directors elected for a term of one (1) year, one-third (1/3) of the directors elected for a term of two (2) years, and one-third (1/3) of the directors elected for a term of three (3) years. Thereafter, as the term of office of each director expires, a successor shall be elected to hold office for a full term of three (3) years. Directors shall be elected by the Member and shall have such qualifications as are required by the By-Laws of the Corporation.

The Board of Directors of the Corporation shall elect the officers of the Corporation who shall consist of a Chairman of the Board, a President (Chair-President may be combined), an Executive Director, a Secretary and a Treasurer (which may be combined), and such other officers as the Board of Directors shall from time to time deem advisable. The officers of the Corporation shall have such duties, hold office for such terms and be elected by the Board of Directors in such manner as is provided for in the By-Laws of the Corporation.

ARTICLE VII **INITIAL DIRECTORS AND OFFICERS**

The names and addresses of the initial Board of Directors of the Corporation whose terms expire as shown below are as follows:

Names /Addresses

KARL A. LEBLANC, M.D.
(Three-year Term)

777 Hennessey Blvd.
Baton Rouge, LA 70808

ARTHUR I. GILBERT, M.D.
(Three-year Term)

6250 Sunset Drive, 2nd Floor
Miami, FL 33143

MAXIMO DEYSINE, M.D.
(Two-year Term)

20 Prospect Ave.
Rockville Centre, NY 11530

ROBERT ZOLLINGER, JR., M.D.
(One-year Term)

11100 Euclid Ave.
Cleveland, OH 44106

SHELBURN M. WILKES
(One-year Term)

1811 Wycliff Dr.
Orlando, Florida 32803

The names and titles of the initial officers of the corporation are as follows:

Names and Addresses Title

KARL A. LEBLANC, M.D.

Chairman/President

SHELBURN M. WILKES

Executive Director

ARTHUR I. GILBERT, M.D.

Secretary/Treasurer

The above officers shall remain in office until the election and qualification of their successors or their earlier death or resignation or removal in accordance with these Articles of Incorporation and the By-Laws of the Corporation.

ARTICLE VIII
BY-LAWS

The By-Laws of the Corporation shall be adopted and may be altered, amended, repealed or supplemented only by the Member or by the Board of Directors at any meeting thereof in accordance with the provisions of the By-Laws relating to such amendment. Any such changes which are adopted by the Board of Directors shall not be effective until approved by resolution from the Board of Directors of the Member.

ARTICLE IX
AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the Member in accordance with the procedure provided by Chapter 617, Florida Statutes.

ARTICLE X
RESIDENT AGENT

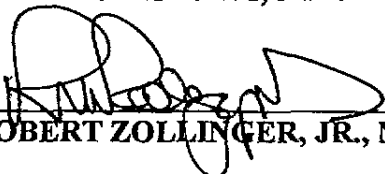
The name of the Corporation's initial registered agent to receive service of process is
Shelburn M. Wilkes, 1811 Wycliff Drive, Orlando, FL 32803.

IN WITNESS WHEREOF, the undersigned subscribers have hereunto set their names and seals this 6TH day of OCTOBER, 2002, for the purpose hereinabove expressed.


KARL A. LEBLANC, M.D.


ARTHUR I. GILBERT, M.D.

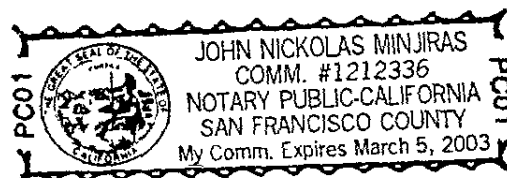

MAXIMO DEYSINE, M.D.


ROBERT ZOLLINGER, JR., M.D.

I hereby accept the appointment as
Registered Agent and agree to act in this
capacity.


SHELburn M. WILKES

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO



I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared **KARL A. LEBLANC, M.D.**, to me personally known, to me known to be the person described in and who executed the foregoing Articles of Incorporation of **AMERICAN HERNIA SOCIETY EDUCATIONAL FOUNDATION, INC.** and he acknowledged before me that he subscribed to these Articles of Incorporation.

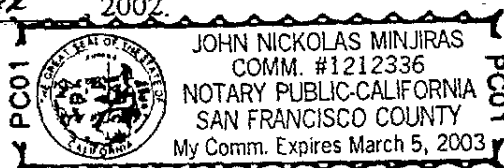
WITNESS my hand and official seal in the county and state aforesaid, this 6th day of OCTOBER, 2002.

John Nickolas Minjiras
NOTARY PUBLIC

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared **ARTHUR I. GILBERT, M.D.**, to me personally known, to me known to be the person described in and who executed the foregoing Articles of Incorporation of **AMERICAN HERNIA SOCIETY EDUCATIONAL FOUNDATION, INC.** and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state aforesaid, this 6th day of OCTOBER, 2002.



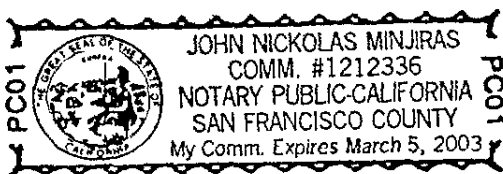
John Nickolas Minjiras
NOTARY PUBLIC

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

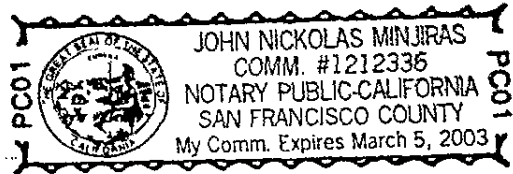
I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared **MAXIMO DEYSINE, M.D.**, to me personally known, to me known to be the person described in and who executed the foregoing Articles of Incorporation of **AMERICAN HERNIA SOCIETY EDUCATIONAL FOUNDATION, INC.** and she acknowledged before me that she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state aforesaid, this 6th day of OCTOBER, 2002.

John Nickolas Minjiras
NOTARY PUBLIC



STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO



I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared **ROBERT ZOLLINGER, JR., M.D.**, to me personally known, to me known to be the person described in and who executed the foregoing Articles of Incorporation of AMERICAN HERNIA SOCIETY EDUCATIONAL FOUNDATION, INC. and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state aforesaid, this 6th day of OCTOBER, 2002.

John Nickolas Minjiras
NOTARY PUBLIC

STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO

I HEREBY CERTIFY, that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared **SHELURN M. WILKES**, to me personally known, to me known to be the person described in and who executed the foregoing Articles of Incorporation of AMERICAN HERNIA SOCIETY EDUCATIONAL FOUNDATION, INC. and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state aforesaid, this 6th day of OCTOBER, 2002.

John Nickolas Minjiras
NOTARY PUBLIC

