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FLORIDA NON-PROFIT CORPORATION

PALMETTO MEDICAL STAFF FUND, INC.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OF

PALMETTO MEDICAL STAFF FUND, INC.

The undersigned, acting as incorporator of a non-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation shall be: **PALMETTO MEDICAL STAFF FUND, INC.**

ARTICLE II

The principal place of business and the mailing address of this corporation shall be: 2001 W. 68th Street, Hialeah, Florida 33016

ARTICLE III

The purposes for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized shall be:
 - A. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.
 - B. To solicit funds and donations in kind and from time to time to further the purposes above mentioned.
 - C. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
 - D. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business; and to secure loans by mortgage, pledge, deed of trust, or other lien.
 - E. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or other financial aid in the form of grants

PREPARED BY: RAUL GASTESI, JR.
GASTESI & ASSOC. P.A.
15600 NW 67 AVE
SUITE 308
MIAMI LAKES, FL 33014

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- or otherwise relating to the purposes of this corporation.
- F. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.
- G. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation, or any member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.
4. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes 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 of such assets not so disposed of shall be disposed of by the Circuit Court of Miami-Dade County, Florida exclusively for such purposes or to such organization or organizations, which are organized and operated exclusively for such purposes.
5. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes. The By-Laws may impose other conditions of membership from time to time.

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ARTICLE IV

The manner in which the directors are elected or appointed shall be by a vote of all licensed physicians who have staff privileges at Palmetto General Hospital.

ARTICLE V

The name and street address of the initial registered agent shall be Raul Gastesi Jr., whose office address is: 15600 N.W. 67th Avenue, Suite 308, Miami Lakes, Florida 33014.

ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporation shall be:

Ricardo L. Machado
2001 W. 68th Street
Miami, Florida 33016

ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officers as may from time to time be created by the Board of Directors. The names of the initial directors until the first election shall be:

NAME (S) :

ADDRESS (ES) :

Frederick Keroff, M.D.

2001 W. 68th Street
Hialeah, Florida 33016

Ricardo L. Machado, M.D.

2001 W. 68th Street
Hialeah, Florida 33016

Jose Pinero, M.D.

2001 W. 68th Street
Hialeah, Florida 33016

ARTICLE VIII

The members of the Board of Directors shall never be less than three (3) in number. Initially the Board of Directors shall consist of three (3) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

NAME (S) :

ADDRESS (ES) :

Frederick Keroff, M.D.

2001 W. 68th Street
Hialeah, Florida 33016

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Ricardo L. Machado, M.D.

2001 W. 68th Street
Hialeah, Florida 33016

Jose Pinero, M.D.

2001 W. 68th Street
Hialeah, Florida 33016**ARTICLE IX**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effective from the date of approval in writing by Chairman of the Board.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, it is hereby expressly provided that said determination shall be made in accordance with the By-Laws which shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Articles of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

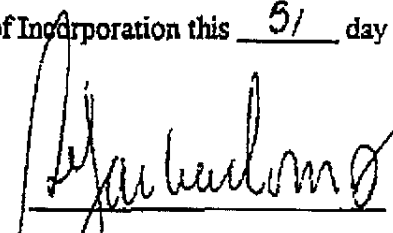
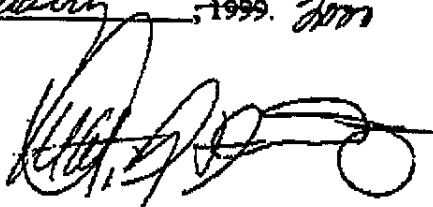
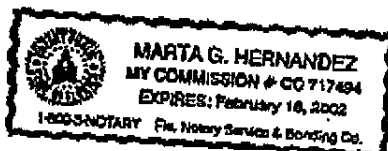
ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold an annual meeting for members within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Articles of Incorporation this 5/ day of January, 1999. 2000

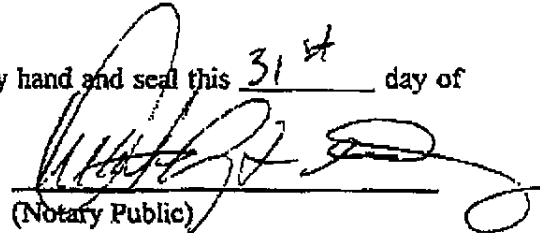

Incorporator**H00000005565**

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STATE OF FLORIDA
COUNTY OF MIAMI-DADE

Before me the undersigned authority, personally appeared, Ricardo L. Machado, to me well known to be the person(s) who executed the forgoing articles of incorporation and acknowledge before me, according to law, that he made and subscribed the same for the purposes therein mentioned and set forth.

January IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31st day of
~~December, 1999.~~ *2000*


(Notary Public)

My commission expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION
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.

First-That **PALMETTO MEDICAL STAFF FUND, INC.**, desiring to organize the laws of the State of Florida with its principal office, as indicated in the articles of incorporation has named Raul Gastesi, Jr., located at 15600 N.W. 67th Avenue, Suite 308, Miami Lakes, Florida 33014, as its agent to accept service of process within this State.

HAVING BEEN NAMED TO AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I, RAUL GASTESI JR., HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY, AND 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.


(Registered Agent)

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