

# N00000001893

TRANSMITTAL LETTER

March 16, 2000

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

900003174919--6  
-03/17/00--01101--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** Overseas Medical Aid Group, Inc.  
(Proposed corporate name - must include suffix)

900003174919--6  
-03/21/00--01105--001  
\*\*\*\*\*2.00 \*\*\*\*\*2.00

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

\* Add two dollars for extra  
pages (page 9 & 10)  
**ADDITIONAL COPY REQUIRED**

**FROM:** Earl D. McMillan, CPA  
Name (Printed or typed)

8428 Angela Court  
Address

Zephyrhills, FL 33541  
City, State & Zip

(813) 782-3425 FAX (813) 782-2014  
Daytime Telephone number

**FILED**  
00 MAR 17 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

† BROWN MAR 23 2000

**ARTICLES OF INCORPORATION  
OF  
OVERSEAS MEDICAL AID GROUP, INC.**

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**FILED**  
00 MAR 17 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporations Act, hereby adopts, subscribes, and acknowledges the following Articles of Incorporation:*

**ARTICLE I  
NAME**

The name of this corporation shall be:

"Overseas Medical Aid Group, Inc."

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

B. John Ovink, PA  
2402 West Cleveland Street  
Tampa, Florida 33609

or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE III  
PURPOSES**

(a) The general nature, objects and specific purposes for which this corporation is exclusively organized and operated are:

- (i) The advancement of humanitarian, charitable, and educational and all other related and corresponding purposes and endeavors to enhance the quality of life of individuals and communities by the efforts of volunteers, professionals, and other interested parties including the distribution of funds for such purposes;**
- (ii) Implementing, developing, and coordinating all aspects of training, education, and advancement in the areas of health, public health, medicine, and the education of volunteers, medical health professionals, and administrators in the same areas for the purpose of improving, advancing, and improving the quality of life of individuals and communities;**
- (iii) Dedicating funds, efforts, and resources for the purpose of establishing alternatives, parallel, and co-lateral methods, procedures, and more to alleviate the financial burden of government, individuals, and families;**
- (iv) Establishing the needs, protocols, and methods necessary to achieve better, working, and viable medical, health-care delivery, and public health services and systems by whatever means necessary and effective;**
- (v) Establishing a permanent and working team of health-care, medical professionals, and public health professionals to further the aims, philosophies, and directives of this organization; and**
- (vi) To assist medical professionals, medical associations, medical & health institutions, medical & health facilities, governmental medical & health entities and national medical & health entities in countries outside the United States and Canada.**

**This corporation shall receive and maintain funds, as well as, real and/or personal property and, subject to the restrictions and limitations hereinabove and hereinafter set forth, shall use the whole and/or part of the income there from and the principal thereof exclusively for its charitable, scientific or educational purposes.**

(b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to any member, director or officer of the corporation or any 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 member, 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 the carrying on of 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.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or the regulations issued there under, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations issued there under.

(d) In the event of dissolution or final liquidation of the corporation, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 (c) (3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any

**prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.**

**ARTICLE IV  
POWERS**

**This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit, including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which the corporation is organized; subject, however, to the following:.**

**(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended heretofore or hereafter.**

**(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.**

**(c) This 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 Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.**

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE V** **MEMBERS**

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons over eighteen (18) years of age, or entities, as may from time to time be elected and admitted to membership by majority vote of the Board of Directors of the corporation in accordance with the provisions of the bylaws of the corporation.

#### **ARTICLE VI** **TERM OF EXISTENCE**

The term for which this corporation is to exist shall be perpetual.

**ARTICLE VII**  
**MANNER OF ELECTION OF OFFICERS AND DIRECTORS**

The affairs of this corporation shall be managed by a Board of Directors who shall be elected annually by majority vote of the members of the corporation, at a duly called meeting, as provided in the bylaws and by officers who shall be elected annually by majority vote of the Board of Directors and who shall be members of the corporation. The officers thus to be elected shall be a president, a vice president, a secretary and a treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the offices of the corporation shall be provided in the bylaws.

The number of Directors and the manner of filling vacancies on the Board of Directors shall be provided in the bylaws of the corporation. The number shall not be less than three (3), but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida.

Directors and officers of this corporation may be removed, with or without cause, by the members at a meeting duly called in the manner set out in the bylaws.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

The name and address of the members of the initial Board of Directors who, subject to these Articles, the bylaws of this corporation and the laws of the State of

Florida, shall hold office for the first year of the existence of this corporation or until an election is held by the members for the election of permanent directors or until their successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Donald R. Houston, PhD.	3015 Euclid Avenue Tampa, FL 33629
Betty J. Buchan, PhD.	3505 Tecon Street Tampa, FL 33629
B. John Ovink, Esq.	2402 West Cleveland Street Tampa, FL 33609
Earl D. McMillan, CPA	8428 Angela Court Zephyrhills, FL 33541

**ARTICLE IX**  
**BYLAWS**

The bylaws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the bylaws shall have been waived by a majority of the members of the Board of Directors or mailed by the secretary of this corporation to all of the members of the Board of Directors at least three (3) days before the meeting.



**ARTICLE X**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles may be amended by resolution adopted by the majority vote of the members of the corporation present at any meeting duly called and convened; provided, however, that notice of the proposed action with respect to the Articles of Incorporation shall have been waived by a majority of the members of the corporation or ten (10) days' advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing personally or by mail to each member of the corporation prior to such meeting. All actions, including, but not limited to, Amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in Florida Statutes, as now amended, or as same may be amended in the future.

**ARTICLE XI**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and the Florida street address of the corporation's initial registered agent are: Earl D. McMillan, CPA, 8428 Angela Court, Zephyrhills, Florida 33541.

**ARTICLE XII**  
**INCORPORATOR/SUBSCRIBER**

The name and address of the incorporator and/or subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Earl D. McMillan, CPA	8428 Angela Court Zephyrhills, Florida 33541-7521

Articles of Incorporation of  
Overseas Medical Aid Group, Inc.  
A not-for-profit corporation

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IN WITNESS WHEREOF, I, the undersigned, have executed these Articles  
of Incorporation for the uses and purposes stated therein.

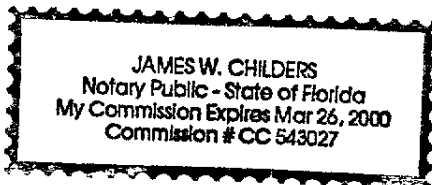


Earl D. McMillan, CPA  
Incorporator

STATE OF FLORIDA  
COUNTY OF PASCO

The foregoing instrument was executed and acknowledged before me this  
16th day of March 2000, by Earl D. McMillan, who is  
personally known or proved to me.

SEAL:



(Signature of person taking acknowledgement)

James W. Childers  
(Name typed, printed or stamped)

\_\_\_\_\_  
(Notary Public)

**CERTIFICATE OF ACCEPTANCE**

*Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby accept the appointment and agree to act in such 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.*

Signature:

*Earl D. McMillan*  
Earl D. McMillan/Registered Agent

*March 15, 2000*  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA