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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : LORN LEITMAN, C.P.A.
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FLORIDA NON-PROFIT CORPORATION

Clinical Research and Education Foundation, Inc.

B. McKnight SEP 25 2000

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Articles of Incorporation

Association of CLINICAL RESEARCH AND EDUCATION, INC.
A Non Profit Organization

ARTICLE I- NAME

The name of the corporation shall be CLINICAL RESEARCH AND EDUCATION FOUNDATION, INC.

ARTICLE II - DURATION

The duration of the corporation shall be perpetual.

ARTICLE III- NON PROFIT CORPORATION

The CLINICAL RESEARCH AND EDUCATION FOUNDATION, INC. shall be a non profit organization.

ARTICLE IV- PURPOSE

This organization is exclusively for research and education purposes, more specifically to promote clinical areas. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the making of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whereto income or principal, and whether acquired by fit or contribution or otherwise, shall be devoted to said purposes.

ARTICLE V - REGISTERED AGENT

The street address of the initial registered office and the principal place of business of the corporation is 7700 North Kendall Drive, Suite 405, Miami, FL 33156 and the name of the agent at such address is : Lorn Leitman.

ARTICLE VI- EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

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1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article IV above.

2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation, exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE VII- BOARD OF DIRECTORS

The corporation shall have one or more classes of members as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The board of directors were elected as stated in the bylaws.

The number of Directors constituting the first Board of Directors is Three (3), their names being as follows:

Board of Directors:

David R. Nateman, M.D.
2851 Seminole Drive
Coconut Grove, FL

Jonathan S. Roberts, M.D.
10441 SW 121 Street
Miami, FL

Lorn Leitman
8120 SW 86 Terrace
Miami, FL

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Executive Committee:

President-	David R. Nateman, M.D.
Vice President-	Jonathan S. Roberts, M.D.
Director-	Lorn Leitman

ARTICLE VIII - PERSONAL LIABILITY

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (member) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE IX - DISSOLUTION

At time of the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

ARTICLE X - INCORPORATOR(S)

The incorporator(s) of this corporation is /are:

<u>Name</u>	<u>Address</u>
Lorn Leitman	7700 North Kendall Drive Suite 405 Miami, FL 33156

The undersigned incorporator (s) certify that they execute these articles for the purposes herein stated.


Lorn Leitman

IN WITNESS WHEREOF, I, the undersigned, and aforementioned incorporator have hereunto set my hand and seal this . day of _____, 2000.

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

CATHERINE CORDERO
Notary Public - State of Florida
My Commission Expires Apr 22, 2002
Commission # CC735991

My commission expires:
April 22, 2002


Notary

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CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34 Florida Statutes, the
following is submitte, in
compliance with said Act:

First - That CLINICAL RESEARCH AND EDUCATION FOUNDATION, INC.
desiring to organize under the laws of the State of
Florida, with its principal office, as indicated in the
articles of incorporation at City of Miami,

County of Miami-Dade, State of Florida,

has named Lorn Leitman
(Name of Registered Agent)

located at 7700 North Kendall Drive, Suite 405

City of Miami County of Miami-Dade

State of Florida, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)
Having been named to accept service of process for the above
stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

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