

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The David M. Bernstein, M.D., Memorial Museum of

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
OF
THE DAVID M. BERNSTEIN, M.D., MEMORIAL MUSEUM
OF MEDICAL HISTORY, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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The undersigned, pursuant to the authority of the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of this Corporation is The David M. Bernstein, M.D., Memorial Museum of Medical History, Inc.

ARTICLE II

The street address and mailing address of the initial principal office of this Corporation is Jacob H. Goldberger, M.D., 2675 Winkler Avenue, Suite 490, Fort Myers, Florida 33901.

ARTICLE III

This Corporation is a not for profit corporation. The purposes for which this Corporation is organized are:

- (a) To promote and carry on educational activities related to the history and evolution of the practice of medicine;
- (b) To establish and preserve an exhibition of medical artifacts and a collection of medical and surgical equipment, manuscripts, books, documents, and other information and materials of an educational, scientific, and historical nature;
- (c) To do any and all things necessary and appropriate in connection with the foregoing purposes and incidental thereto; and
- (d) To have and to exercise all of the powers and rights conferred by the laws of the state of Florida upon corporations formed under the Florida Not For Profit Corporation Act.

The purposes for which this Corporation is organized are hereby limited in such a manner as will qualify it as an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code") (or under any corresponding provisions of succeeding law).

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ARTICLE IV

The business affairs of this Corporation shall be managed by a board of directors. The initial board of directors of this Corporation shall consist of thirteen (13) members. The names of the members of the initial board of directors of this Corporation are as follows:

Jacob H. Goldberger, M.D.
Ronald D. Castellanos, M.D.
Daniel Dosoretz, M.D.
Roger Scott, M.D.
John Butler, M.D.
David G. Gaar, M.D.
Larry Garrett, M.D.
Vernon Peebles
Robert J. Batson, CPA
Jill Bernstein
Ann Malone
Heather Hart
Suzi Martin

Thereafter, the number of directors may be increased or decreased in the manner provided in the bylaws of the Corporation, but the Corporation shall never have fewer than three directors. The directors shall be elected or appointed in the manner and shall serve for the terms provided in the bylaws of the Corporation.

ARTICLE V

The duration of this Corporation is perpetual.

ARTICLE VI

The name and street address of the initial registered agent of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jacob H. Goldberger, M.D.	2675 Winkler Avenue, Suite 490 Fort Myers, Florida 33901

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ARTICLE VII

The name and address of the sole incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Jacob H. Goldberger, M.D.	2675 Winkler Avenue, Suite 490 Fort Myers, Florida 33901

ARTICLE VIII

This Corporation is organized and operated exclusively for educational purposes within the meaning of section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Code or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

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

No part of the net earnings or assets of this Corporation shall ever inure to the benefit of any officer, director, or member of this Corporation or to the benefit of any private person.

Upon dissolution or winding up of the Corporation, all of its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation and the payment of all costs and expenses of such dissolution or winding up shall be transferred or distributed exclusively to, and shall become the property of, one or more organizations which (a) are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes and (b) are exempt from federal income tax under section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall designate, and none of the assets of the Corporation shall be transferred or distributed to any officer, director, or member of this Corporation or other private person.

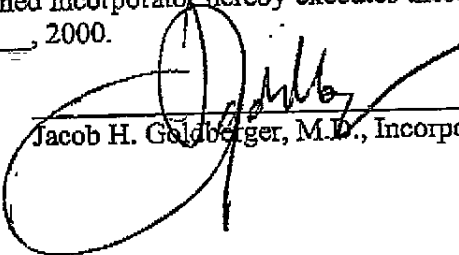
ARTICLE IX

These Articles of Incorporation may be amended at any meeting of the board of directors of this Corporation by majority vote of the directors then in office.

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IN WITNESS WHEREOF, the undersigned incorporator hereby executes these Articles of Incorporation this 3 day of NOV, 2000.



Jacob H. Goldberger, M.D., Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, Jacob H. Goldberger, M.D., having been named to accept service of process for this Corporation, at the place designated in these Articles of Incorporation, hereby accept the appointment, understand my duties as registered agent, and agree to act in this 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.



Jacob H. Goldberger, M.D., Registered Agent

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