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TRANSMITTAL LETTER

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

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SUBJECT: The Miami Department of Veterans Affairs Education 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: Ruth Dowling (02)
Name (Printed or typed)

VAMC Bay Pines

1 Address

10,000 Bay Pines Blvd.
P. O. BOX 5005

5 City, State & Zip
Bay Pines, FL 33744

727-398-9390
Daytime Telephone number

00 NOV -9 AM 11:28
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

gj 11/13

ARTICLES OF INCORPORATION

OF

The Miami Department of Veterans Affairs Education Foundation, *INC.*

ARTICLE I: NAME

The name of the Corporation is The Miami Department of Veterans Affairs Education Foundation, Inc.

ARTICLE II: PLACE OF BUSINESS

The principal place of business is: Department of Veterans Affairs Medical Center
1201 NW 16th Street
Miami, FL 33125

ARTICLE III: PURPOSES

The purposes for which this corporation is organized are:

Section 1: To facilitate and carry out a program of education in conjunction with the Department of Veterans Affairs Medical Center, Miami, Florida;

Section 2: In furtherance of the above purpose, it is expressly provided that the corporation is organized exclusively for educational and charitable purposes, 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 (or the corresponding provision of any future United States Internal Revenue Law). The activities permitted under these purposes will be designed: (1) to improve VA employees' performance of current duties; (2) assist employees in maintaining or gaining specialized proficiencies; (3) expand understanding of advances and changes in patient care, technology and health care administration, and; (4) provide veterans, their families and guardians with instruction or learning experiences related to improving and maintaining health. These activities will be available to scientific and medical personnel as well as the general public in the form of seminars and journals widely distributed to libraries. Among the possible educational activities, lectures and open meetings may be organized by the corporation.

ARTICLE IV: REGULATION OF INTERNAL AFFAIRS MANNER IN WHICH DIRECTORS ARE ELECTED OR APPOINTED

Section 1: The corporation shall have a Board of Directors of not less than five members, which will include: the Director, Chief of Staff and Associate Chief of Staff for Education at the Department of Veterans Affairs Medical

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Center, Miami, Florida or those individuals who are responsible for carrying out the responsibilities of the Medical Center Director, Chief of Staff and the Assistant Chief of staff for Education, and at least two members of the community who are not officers or employees of the federal government but who are familiar with education issues.

Section 2: The Director, Chief of Staff and Associate Chief of Staff for Education are appointed to the Board of Directors pursuant to the authority found in 38 USC 7361. The members of the community are elected by a majority of the Board of Directors and approved by the Medical Center Director.

Section 3: The Board of Directors will appoint, with the concurrence of the Medical Center Director, an Executive Director, who shall be responsible for the operations of the corporation and shall have the duties and responsibilities specified in the by-laws.

Section 4: The internal affairs of the corporation shall be otherwise provided for in the by-laws. If the corporation should ever be dissolved, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, transfer and convey all of the assets of the corporation to the Department of Veterans Affairs Medical Center, Miami, Florida or to such other organization or organizations organized and operated exclusively for scientific, educational or charitable purposes as at the time shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by a plan of distribution adopted by the Board of Directors, that is consistent with the provisions of the Nonprofit Corporation Act.

ARTICLE V: INITIAL DIRECTORS

Section 1: The number of Directors constituting the initial Board of Directors is five. The names and addresses of the persons serving as the initial Directors are:

- Thomas C. Doherty, Director (00)
Department of Veterans Affairs Medical Center
1201 NW 16th Street
Miami, FL 33125
- Michael M. Mintzer, MD, Chief of Staff (11)
Department of Veterans Affairs Medical Center
1201 NW 16th Street.
Miami, FL 33125
- Eileen Marcial, MBA, Education Liaison
Department of Veterans Affairs Medical Center
1201 NW 16th Street
Miami, FL 33125

- Drace Langford, MS, Associate Director
Miami Area Geriatric Education Center (MAGEC)
720 Palm Bay Lane, 8 West
Miami, FL 33138
- Max B. Rothman, JD, LL.M., Executive Director
Southeast Center on Aging, FIU
743 Anastasia Avenue
Coral Gables, FL 33134

Section 2: The initial Directors shall serve so long as they hold a position at the Department of Veterans Affairs Medical Center, Miami, FL., as either Director, Chief of Staff or Education Liaison, the term of the other initial Directors shall be for two years.

ARTICLE VI: REGISTERED AGENT AND REGISTERED OFFICE

The name and address of the Registered Agent is:

- Ruth Dowling, JD (02)
Department of Veterans Affairs Medical Center
10000 Bay Pines Blvd.
Bay Pines, FL 33744

ARTICLE VII: MEMBERSHIP

The Corporation shall have no members.

ARTICLE VIII: DURATION


The duration of the Corporation shall be perpetual.

ARTICLE IX: NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator is:

- Thomas C. Doherty, Director (00)
Department of Veterans Affairs Medical Center
1201 NW 16th Street
Miami, FL 33125

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity


Signature/Registered Agent


10/2/00
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature/Incorporator

10/2/00
Date

EXECUTED THIS 2 day of October, 2000.


Judith E. Gornes, Notary Public



Judith E. Gornes
MY COMMISSION # CC898818 EXPIRES 4
January 2, 2004
BONDED THRU TROY FAIN INSURANCE, INC.