

Division of Corporations

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N000000008202**EFFECTIVE DATE****12-7-00****Florida Department of State**

Division of Corporations

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**MEDICAL ALLIANCE SOCIETY OF AMERICA INC.**

Certificate of Status	1
Certified Copy	0
Page Count	07
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EFFECTIVE DATE

12-7-00

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Articles Of Incorporation

OF

MEDICAL ALLIANCE SOCIETY OF AMERICA INC.

The undersigned subscribers to these Articles of Incorporation hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

MEDICAL ALLIANCE SOCIETY OF AMERICA INC.

ARTICLE II

LOCATION

The initial principal office of this corporation is to located at 2000 Palm Beach Lakes Blvd., Suite 777, West Palm Beach FL 33409.

ARTICLE III

DURATION

The corporation shall exist perpetually unless sooner dissolved according to law.

Prepared By:

Larry V. Bishins, Esq.

4548 North Federal Highway

Fort Lauderdale, FL 33308

(954) 772-7900

Fla Bar No. 178986

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ARTICLE IV

PURPOSE

The purposes for which this corporation is organized are as follows:

A. Primary Purposes:

1. For the continuing education of health care providers, dental care providers and veterinary medicine providers; and
2. For the ability of health care providers, dental care providers and veterinary medicine providers to have group purchasing power; and
3. For the common welfare and good of health care providers, dental care providers and veterinary medicine providers who are members of the organization; and

B. General Purposes:

1. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey, or otherwise dispose of, real and personal property of every kind, nature, or description, as may be necessary or desirable to promote the primary purpose of this corporation.
2. To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
3. To have and exercise all the rights and powers

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conferred on nonprofit corporations under Florida law, as such law is now in effect or may be from time to time amended.

4. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

C. The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

D. Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth herein. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distribution of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of the State of Florida.

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ARTICLE V

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INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name:

Address:

Edward R. Popick, M.D. 2000 Palm Beach Lakes Blvd., Suite 777
West Palm Beach FL 33409.

ARTICLE VI

MEMBERSHIP

Membership in the corporation shall be limited to health care providers, dental care providers and veterinary medicine providers.

ARTICLE VII

BOARD OF DIRECTORS

Board of Directors. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have at least three (3) directors. The number of directors herein provided for may be changed pursuant to Florida Statutes by a bylaw duly adopted by the Board of Directors. Directors shall be elected in a manner and for terms in accordance with the bylaws of the corporation.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this

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corporation is 2000 Palm Beach Lakes Blvd., Suite 777, West Palm Beach FL 33409, and the name of the initial registered agent of this corporation at that address is Alan Ainsley.

ARTICLE IX

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all directors and officers of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

The corporation reserves the right to amend or repeal any provisions of these Articles, and any such amendment shall be approved by the majority of the Board of Directors entitled to vote thereon.

ARTICLE XI

INDEMNIFICATION AND LIMITATION OF LIABILITY

The corporation shall indemnify any officer, director, former officer or former director of the corporation, to the full extent permitted by law. The private property of any director shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

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ARTICLE XII

EFFECTIVE DATE

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if this Certificate of Incorporation or Articles of Incorporation are filed within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the Office of the Secretary of State and approved.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of December 2000.

Edward R. Popick, M.D.

Edward R. Popick, M.D.
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)ss.

The foregoing instrument was acknowledged before me this 7th day of December 2000 by Edward R. Popick, M.D..



Franklin C. Woods
MY COMMISSION # CC877551 EXPIRES
October 15, 2003
BONDED THRU TROY FAIN INSURANCE INC.

Franklin C. Woods
Notary Public

Personally known X OR Produced Identification _____
~~Type of Identification Produced~~ _____

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Florida Statutes, the following is submitted,
in compliance with said Act.

MEDICAL ALLIANCE SOCIETY OF AMERICA INC. desiring to organize
under the laws of the State of Florida, with its registered office,
as indicated in the Articles of Incorporation, at 2000 Palm Beach
Lakes Blvd., Suite 777 West Palm Beach FL 33409, has named Alan
Ainsley, in the County of Palm Beach, as its agent to accept
service of process within this State.

ACKNOWLEDGMENT:

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
provisions of said Act relative to keeping open said office.

By: _____

Alan Ainsley
Resident Agent

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