

NO10000005875

Medical HELP International, Inc.
2702 Massachusetts Ave. #140
Pensacola, FL 32505
(850) 457-3451

July 21, 2001

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

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*****78.75 *****78.75

Re: Incorporation of Medical HELP International

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Medical HELP International. Please file Articles of Incorporation with the Department of State. We have enclosed a check in the amount of \$78.75 for filing fees.

If you have questions or need additional information feel free to contact me at the address listed below.

Sincerely,


H.C. Allen

H.C. Allen
2702 Massachusetts Ave. #140
Pensacola, FL 32505
(850) 457-3451

Enclosure

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION

FOR

Medical HELP International, Inc.

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**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

The undersigned, acting as incorporator of a not for profit corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I – NAME

The name and address of the corporation shall be:

Medical HELP International, Inc.

**ARTICLE II
PRINCIPAL OFFICE/MAILING ADDRESS**

The principal place of business of the corporation is:

2702 Massachusetts Ave. #140
Pensacola, FL 32505

And the mailing address is :
2702 Massachusetts Ave. #140
Pensacola, FL 32505

ARTICLE III – DURATION

The corporation shall have perpetual duration.

ARTICLE IV – PURPOSE

The corporation is a not for profit corporation organized and existing as a charitable service organization with activities limited to educational, benevolent, and charitable purposes as will qualify it as an exempt organization under Section 501©(3) of the Internal Revenue Code of 1986 or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code. Specifically:

1. This organization is established to coordinate and facilitate specialized training for medical and non-medical personnel to deliver long and short term medical and community health assistance in remote and medically underserved developing nations as well as domestic locations.

2. The goal is to promote the overall health and well being, educate in disease prevention, and thus positively impact the future of peoples in these lands.
3. This will be accomplished through community wide as well as individual health promotion.
4. These will be facilitated through social, educational, spiritual, and medical means. Our delivery will be holistic in style, incorporating principles of good health for individuals for body, soul and spirit and for communities through shared responsibilities.
5. All will be accomplished in culturally sensitive methods and with autonomy from outside control the ultimate goal.

The above will be accomplished by:

- a. Sending, supporting, training and supervising medical workers for foreign fields.
- b. Establish educational facilities, hospitals, clinics, and dispensaries abroad and in the U.S.
- c. Training and oversight of nationals to provide health care and community health promotion to their people.

The following activities will be engaged in to administer the above described organization:

1. Solicitation of funds, collection of monies, receipt of gifts and bequests, and otherwise raise money to fulfill the above stated purpose.
2. Expend, contribute, disburse, and otherwise handle and dispose of funds received.
3. Purchase, lease, rent acquire, own, hold in trust, use sell, convey, mortgage, or otherwise dispose of any real estate or chattels; to hold properties for investment of said funds, or to hold in trust properties for the above stated purposes.
4. Borrow money, issue bonds, debentures, notes or other obligations, secured or unsecured for monies so borrowed or in payment for property or for any of the purposes stated above.
5. Have and maintain one or more offices within the State of Florida and conduct any of its affairs in the State of Florida or elsewhere within and without the United States of America.
6. Have authority, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things necessary, useful, suitable, desirable or proper for the furtherance and attainment of purposes of the corporation.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the by-laws of the corporation.

ARTICLE VI - LIMITATION OF POWERS

(1). No Private Inurement: No part of the net earnings of this corporation shall inure to the benefit of, or be distributed to, members, trustees, officers, directors or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

(2). No Political Activity: No substantial part of the activities of this 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(3). No Unpermitted Activities: Notwithstanding any other provision of these Articles, this corporation shall not carry on any 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 or any corresponding section of any future federal tax code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code.

(4). Distribution of Assets Upon Dissolution: Upon the dissolution of this corporation, the last board of directors shall distribute the assets of the corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or any corresponding section of any future federal tax code, to such organizations organized and operated exclusively for such purposes. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code.) Assets not so distributed shall be disposed of by the Circuit Court of **Escambia County, Florida**, exclusively for such purposes or to such organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - DIRECTORS/OFFICERS

The corporation is organized on a non-stock basis and shall have no members. The powers of this corporation shall be exercised, its property controlled, and its affairs under the direction of and conducted by a board of directors. The number of directors shall be **five** or more provided the number of directors may be changed by the board as long as there are never less than **five**

The initial board of directors shall be chosen by the incorporator. Officers shall be nominated and elected by the appointed directors. The initial directors and officers shall serve until the third annual meeting of the corporation. The election of officers and directors shall take place at the annual meeting in the manner as set forth in **Articles III and IV** of the By-laws of the organization. Officers and directors of this organization shall be elected for a term of three years. Persons officially on duty when election of directors and officers is held shall be permitted to vote by absentee ballot.

Unless otherwise provided in By-laws, the corporation shall have as officers a president, one or more vice-presidents, a secretary, and a treasurer which shall be chosen by the board of directors and the officers shall serve at the pleasure of the board of directors.

The annual meeting of the corporation shall be held within two months after the end of the fiscal year on the date set by the President. Annual meetings of the corporation may be held in or out of the State of **Florida**.

The following persons are designated to act as directors for the first year of corporate existence or until their respective successors shall be duly qualified:

Name and Address	Office
H.C. Allen 2702 Massachusetts Ave. #140 Pensacola, FL 32505	Director
Robin Allen 2702 Massachusetts Ave. #140 Pensacola, FL 32505	Director
Mia Tran 10831 Southwest 158 Street Miami, FL 33157	Director
Betty Coleman 1608 North "Y" Street Pensacola, FL 32505	Director
Gwyn Grafe 2815 Southeast 4 th Place Homestead, FL 33033	Director

ARTICLE VIII - MEMBERSHIP ORGANIZATIONS

All organizations abroad and in the United States; such as hospitals, clinics, dispensaries, schools, orphanages, and other community works who desire to be under the general oversight of MEDICAL HELP INTERNATIONAL, INC. must submit an application for membership.

- (1) All applicants must be accepted and approved by the Board of Directors.
- (2) All applicants must adhere to and believe in the Articles of Incorporation, and By-laws and Mission statement of Medical HELP International, Inc.
- (3) Any organization in agreement with the requirements and By-Laws of MEDICAL HELP INTERNATIONAL may apply for membership.

ARTICLE IX - INCORPORATORS

The name and address of each incorporator is:

H.C. Allen
2702 Massachusetts Ave. #140
Pensacola, FL 32505

ARTICLE X - INITIAL REGISTERED OFFICE/AGENT

The street address of the initial registered office of this corporation is **2702 Massachusetts Ave. #140, Pensacola, FL 32505** and the registered agent at this address is **H.C. Allen** whose written acceptance as such follows these Articles.


ARTICLES XI - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the board of directors.

ARTICLE XII - AMENDMENT

Amendments to these Articles of Incorporation may be made by the board of directors by resolution adopted by two-thirds vote of a quorum of directors.

The undersigned incorporator has executed these Articles of Incorporation this 14 day of August, 2001.



H.C. Allen

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Medical HELP International, Inc.
2. The name and address of the registered agent and office is:

H.C. Allen
2702 Massachusetts Ave. #140
Pensacola, FL 32505

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment 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.



H.C. Allen

DATE 8/15/01