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FLORIDA NON-PROFIT CORPORATION

ALL MED HEALTH FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF THE ALL-MED HEALTH FOUNDATION, INC.

The undersigned subscriber, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of the corporation shall be ALL-MED HEALTH FOUNDATION, INC., hereinafter referred to as the "Foundation" or the "corporation."

ARTICLE II
PURPOSE

The purposes for which the Foundation is formed are:

confined to such purposes as would qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding provision of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that section.

This Foundation shall have and exercise all rights and powers conferred on corporations generally under the laws of the State of Florida, including but not limited to those enumerated in Florida Statutes Section 617.0302. However, this corporation is not empowered to engage in any activity which is not itself in furtherance of its purposes as a corporation exempt under Section 501(c)(3), as set forth in the preceding paragraph of this Article or as a corporation to which contributions are deductible under 170(c)(2) of the Code or corresponding provision of any subsequent federal tax laws, nor is it empowered to engage in any activities described in the succeeding paragraphs of this Article.

This Foundation shall not engage in any activities prohibited under Florida Law including, but not limited to, any prohibited activities contained in Florida Statutes §617.0835, as amended and is prohibited from engaging in any act of self-dealing as defined in Section 4942 of the Code. The Foundation is prohibited from retaining any excess business holdings (as defined in Section 4943(c) of the Code) and is prohibited

This instrument Prepared By:
Jay Koenigsberg, Esquire
Jay Koenigsberg, P.A.
1101 Brickell Avenue
Suite 800-South
Miami, Florida 33131
Florida Bar No. 435740

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from making any investments in such a manner as to subject the Foundation to tax under Section 4944 of the Code and from making any taxable expenditures as defined in Section 4945(d) of the Code. The Foundation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate (by publication or distribution of any statements or otherwise) in any political campaign or behalf of any candidate for public office.

No part of the net earnings, properties or assets of the Foundation shall inure to the benefit of any private person or individual, or any member, officer or trustee of this Foundation on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of this corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable purposes as the board of directors shall determine, and shall at that time qualify for tax-exempt organization under the Code. The Foundation shall distribute such amounts at such times and in such a manner as to not be subject to tax under Sections 4942 of the Code.

ARTICLE III MEMBERSHIP

The Foundation shall have one class of membership, Class A Voting Members.

ARTICLE IV EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE V DIRECTORS

The affairs of the Foundation shall be managed by a Board of Directors as provided in the By-Laws, but not less than three (3).

The names and addresses of the members of the first Board of Directors of the Foundation (which shall initially be three), who shall hold office until the first election and thereafter until successors are duly elected and have taken office is as follows:

Paul J. Leight

12000 Biscayne Blvd.
Suite 509
N. Miami, Florida 33181

Ellen Goldenberg

12000 Biscayne Blvd.
Suite 509

Neil Goodman

N. Miami, Florida 33181

12000 Biscayne Blvd.
Suite 509
N. Miami, Florida 33181

Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by the Voting members of the Foundation at the annual meeting of the Voting Membership as provided by the By-Laws of the Foundation, and the By-Laws shall provide for the method of voting in the election and for the removal from office of Directors.

Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Voting Members, and thereafter until qualified successors are duly elected and have taken office.

If a Director elected by the general Voting Membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VI OFFICERS

The Foundation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Foundation, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors annually for terms of one year and until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Foundation, who shall hold office until successors are duly elected and have taken office, shall be as follows:

President: Paul J. Leight

12000 Biscayne Blvd.
Suite 509
N. Miami, Florida 33181

Secretary-Treasurer: Ellen Goldenberg

12000 Biscayne Blvd.
Suite 509
N. Miami, Florida 33181

Vice President: Neil Goodman

12000 Biscayne Blvd.
Suite 509
N. Miami, Florida 33181

ARTICLE VII
BY-LAWS

The By-Laws of the Foundation may be made, altered, or rescinded at any regular meeting of the Directors, or any special meeting duly called for such purpose, upon the vote of the Directors as provided in the By-Laws, except that the initial By-Laws of the Foundation shall be made and adopted by the first Board of Directors in its organizational action.

ARTICLE VIII
AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors of the Foundation or by Voting Members of the Foundation holding two-thirds (2/3rds) of the voting rights in the Class A Voting Membership. These Articles may be amended at any regular meeting of the Board, or at any special meeting of the Board duly called and held for such purpose, on the affirmative vote of two-thirds (2/3rds) of the Directors present at a meeting at which a quorum is present.

ARTICLE IX
INCORPORATOR

The names and addresses of the incorporator and subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Paul J. Leight	12000 Biscayne Blvd. Suite 509 N. Miami, Florida 33181

ARTICLE X
REGISTERED AGENT

The initial registered office of this corporation shall be:

1101 Brickell Avenue
Suite 800-S
Miami, Florida 33131

with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be:

Jay Koenigsberg, Esquire.

ARTICLE XI

The initial principal place of business of the corporation shall be:

12000 Biscayne Blvd.
Suite
N. Miami, Florida 33181

ARTICLE XII
DEDICATION OF PROPERTY

The property of this Foundation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual. If this corporation holds assets in trust, such assets shall be disposed of in such manner as may be directed by appropriate order of the Circuit Court in and for Miami-Dade County, Florida, upon petition before the Attorney General of the State of Florida or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands
this 8 day of April, 2002.


Paul J. Leight

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

)
) SS:

The foregoing instrument was acknowledged before me this 8th day of April, 2002 by Paul J. Leight who is personally known to me or produced _____ as identification.


Notary Public, State of Florida

My commission Expires:

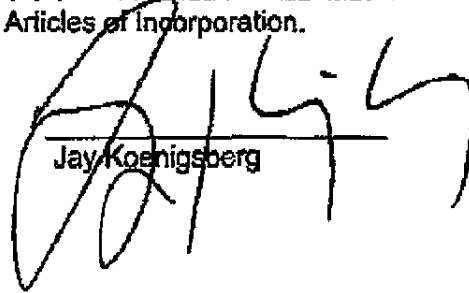


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Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for ALL -MED HEALTH FOUNDATION, INC., named in the foregoing Articles of Incorporation.


Jay Koenigsberg

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