

# NO2000007616

## LINDABURY, McCORMICK & ESTABROOK

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NEW JERSEY AS A CIVIL TRIAL ATTORNEY

1. NJ & NY Bars 2. NJ, NY, PA & FL Bars  
3. NJ, FL & VA Bars 4. NY Bar only  
5. NJ & DC Bars

Please Reply to Westfield

September 20, 2002

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

200008159164--5  
-10/01/02--01075--010  
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400008159164--2  
-10/02/02--01057--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Florida Non-Profit Corporation Articles of Incorporation

Dear Sir/Madam:

Enclosed please find in duplicate for filing Articles of Incorporation for Medical Angel Foundation, Inc. Appended to the articles is the required Certificate of Designation of Registered Agent.

Also enclosed is a check drawn upon my firm's account in the amount of \$70.00, payable to the Florida Department of State in order to pay the filing fee (\$61.25) and to cover the cost of a certified copy (\$8.75) of the filed articles.

Please return a certified copy of the filed articles to me at your earliest convenience. Thank you for your attention to this matter.

Very truly yours,

LINDABURY, McCORMICK & ESTABROOK

Robert S. Schwartz

RSS/dmp

Encl.

cc: Mr. Donald G. Ruth

FILED  
OCT -2 PM 2:37  
TALLAHASSEE, FLORIDA

10/4/02

ARTICLES OF INCORPORATION  
OF  
THE MEDICAL ANGEL FOUNDATION, INC.

FILED  
2002 OCT -2 PM 2:37  
CLERK OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator, for the purpose of forming a corporation without capital stock and not for pecuniary profit pursuant to Chapter 617, Florida Statutes, does hereby execute the following Articles of Incorporation:

ARTICLE I  
NAME OF THE CORPORATION

The name of the Corporation shall be: The Medical Angel Foundation, Inc.

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the corporation and its mailing address shall be: 28059 U.S. 19 North, Suite 100, Clearwater, Florida 33761.

ARTICLE III  
PURPOSES OF THE CORPORATION

The Corporation is formed for, and its activities shall be limited to, charitable, religious, scientific, educational, literary and cultural purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, and applicable Treasury Regulations thereunder, as the same is now in effect or as may be from time to time amended, supplemented, or succeeded, which Code and Treasury Regulations (or corresponding provisions of any future Federal revenue laws) are hereinafter collectively referred to as the "Code." More specifically, the charitable purposes for which the Corporation shall be devoted are:

(a) To hold property and assets and to invest same with the objective of earning a reasonable return on investment for the purposes of providing financial aid and assistance, donations and gifts of money and/or property and/or grants to qualified individuals and other tax-exempt organizations for charitable, educational, religious, scientific, literary and cultural purposes in accordance with the relevant provisions of the Code, these Articles of Incorporation and the By-laws of the Corporation;

(b) To hold any property, or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-laws of the Corporation or any applicable laws; and

(c) To otherwise operate exclusively for charitable, religious, scientific, literary, cultural and educational purposes.

#### ARTICLE IV ELECTION OF DIRECTORS

The conduct and management of the affairs of the Corporation are vested in its governing body known as the Board of Directors. The number of Directors of the Corporation shall be no less than three (3) and no more than seven (7), as the Directors may decide from time to time. As further provided in the By-laws of the Corporation, the Directors annually shall be nominated by the nominating committee of the Board of Directors and elected by the outgoing Directors and shall hold office for their respective terms and until their successors have qualified, unless prior thereto, they shall die, resign or be removed from office.

#### ARTICLE V RIGHTS, POWERS AND PRIVILEGES OF CORPORATION

In furtherance of the Corporation's purposes, and not for any other purposes, the Corporation shall have and may exercise all of the rights, powers and privileges authorized under Chapter 617, Florida Statutes, as amended, supplemented and succeeded; provided, however, it is the intention of the Corporation at all times to qualify and remain as exempt from income tax under Section 501(c)(3) of the Code. Accordingly, the following limitations and restrictions shall apply to the implementation of the Corporation's purposes set forth in ARTICLE II above and to the exercise of the Corporation's powers set forth in this ARTICLE V:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other 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 exempt purposes of the Corporation. No substantial part of the activities of the 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 any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code; or (b) by a corporation qualifying as a private foundation pursuant to Section 509(a) of the Code;

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code; the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code; the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE VI REGISTERED AGENT AND OFFICE

The street address of the Corporation's initial registered office is 28059 U.S. 19 North, Suite 100, Clearwater, Florida 33761, and the name of the initial registered agent for the Corporation upon whom service of process against the Corporation may be served at such address is Robert C. Burke, Jr., Esq.

#### ARTICLE VII INCORPORATOR

The name and address of the sole Incorporator are:

Mr. Donald G. Ruth  
160 Overlook Avenue  
Hackensack, New Jersey 07601

#### ARTICLE VIII MEMBERS

The Corporation shall have no members.

ARTICLE IX  
NAMES AND ADDRESSES OF THE MEMBERS OF THE  
BOARD OF DIRECTORS

The names and post office addresses of the persons who initially shall serve as the Board of Directors of the Corporation are as follows:

<u>NAME</u>	<u>RESIDENCE</u>	<u>TERM</u>
Donald G. Ruth	160 Overlook Avenue Hackensack, New Jersey 07601	1 Year
Jacqueline Ruth	160 Overlook Avenue Hackensack, New Jersey 07601	1 Year
Joanne Beirne	41 East Magnolia Avenue Maywood, New Jersey 07607	1 Year


ARTICLE X  
DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, literary or cultural purposes and shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors determines. Any such assets not so disposed of shall be disposed of by the Florida circuit court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine and as are organized and operated at the time as an exempt organization or organizations under Section 501(c)(3) of the Code.

ARTICLE XI  
EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing with the Department of State of Florida.

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a nonprofit corporation under the laws of the State of Florida, does make and file these Articles of Incorporation, does certify that the facts stated herein are true, and accordingly has hereunto set his hand and seal this 19 day of September, 2002.

  
\_\_\_\_\_  
Donald G. Ruth  
Incorporator

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

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: The Medical Angel Foundation, Inc.
2. The name and address of the registered agent and office are:

Robert C. Burke, Jr., Esq.  
28059 U.S. 19 North, Suite 100  
Clearwater, Florida 33761

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.

By: \_\_\_\_\_

Robert C. Burke, Jr., Esq. (Signature)

September 23, 2002  
(Date)

**FILED**  
2002 OCT -2 PM 2:37  
CLERK OF STATE  
TALLAHASSEE FLORIDA