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(Requestor's Name)

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PICK-UP WAIT MAIL

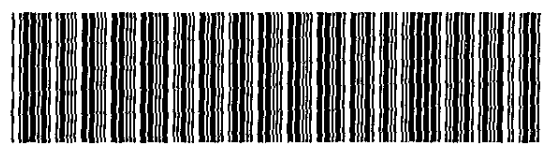
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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STATE
TALLAHASSEE, FLORIDA

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GILES & ROBINSON, P.A.
ATTORNEYS AT LAW

390 N. Orange Avenue
Suite 2180
Orlando, Florida 32801

Telephone: (407) 425-3591
Facsimile: (407) 841-8171
E-Mail: jreid@gfr.com
Direct Line: (407) 926-7487

November 12, 2003

VIA FEDERAL EXPRESS

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gains Street
Tallahassee, Florida 32399

RE: Health, Education And Research Foundation, Inc.

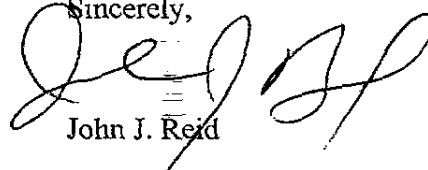
Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced entity along with our firm's check in the amount of \$78.75 to cover the following costs:

<u>Item</u>	<u>Amount</u>
Filing Fee	\$35.00
Registered Agent Fee	\$35.00
Certified Copy Fee	\$ 8.75
TOTAL	\$78.75

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,



John J. Reid

JJR/msh
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 21, 2003

JOHN J. REID
390 N ORANGE AVE STE 2180
ORLANDO, FL 32801

SUBJECT: HEALTH, EDUCATION AND RESEARCH FOUNDATION, INC.
Ref. Number: W03000035051

We have received your document for HEALTH, EDUCATION AND RESEARCH FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date **may** be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 603A00063360

GILES & ROBINSON, P.A.
ATTORNEYS AT LAW

390 N. Orange Avenue
Suite 2180
Orlando, Florida 32801

Telephone: (407) 425-3591
Facsimile: (407) 841-8171
E-Mail: jjreid@fl.rr.com
Direct Line: (407) 926-7487

December 1, 2003

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gains Street
Tallahassee, Florida 32399

RE: Health, Education And Research Foundation, Inc.

Gentlemen:

Enclosed please find an original and one copy of the corrected Articles of Incorporation for the above-referenced entity along with a copy of your letter of November 21, 2003.

Upon acceptance of the charter and the filing thereof by your office, please provide me with a certified copy of same.

Sincerely,



John J. Reid

JJR/msh
Enclosures

**ARTICLES OF INCORPORATION
OF
HEALTH, EDUCATION AND RESEARCH FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL.

The undersigned incorporator makes and files with the Department of State of the State of Florida these Articles of Incorporation, for the purpose of forming a nonprofit corporation under the laws of the State of Florida, in accordance with the provisions of Chapter 617, Florida Statutes, and further adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation shall be Health, Education and Research Foundation, Inc.

ARTICLE II

Principal Office/Mailing Address

The principal office and mailing address of this corporation shall be 255 Citrus Tower Boulevard, Clermont, Florida 34711, until such time as the corporation notifies the Department of State of the State of Florida of any change.

ARTICLE III

Purpose

The purpose of this corporation shall be to facilitate the development of a consortium with local universities and corporate sponsors, whose purpose is to build and promote a successful international education and research center serving all levels of medical education and research development.

ARTICLE IV

Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE V

Membership

The corporation is a non-membership organization and shall not have any members.

ARTICLE VI
Incorporator

The name and street address of the incorporator is:

Name	Address
David L. Allyn, M.D.	255 Citrus Tower Boulevard Clermont, Florida 34711

ARTICLE VII
Board of Directors

The affairs of this corporation shall be managed by a Board of Directors which shall consist of at least three (3) persons. The Directors will be chosen as stated in the Bylaws. The initial Board of Directors is composed of:

Robert J. Sonntag
9029 Mossy Oak Lane
Clermont, Florida 34711

David L. Allyn, M.D.
1976 Brantley Circle
Clermont, Florida 34711

Robert J. Duggan, M.D.
11448 Willow Gardens Drive
Windermere, Florida 34786

ARTICLE VIII
Initial Officers

The names of the initial officers who shall serve until the first election shall be as follows:

President	Robert J. Sonntag
Vice President	David L. Allyn, M.D.
Secretary/Treasurer	Robert J. Duggan, M.D.

ARTICLE IX
Registered Agent and Registered Office

The initial registered agent of this corporation shall be David L. Allyn, M.D. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 255 Citrus Tower Boulevard, Clermont, Florida 34711.

ARTICLE X
Indemnification

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XI
Limitations

This corporation is not authorized to issue capital stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 purposes set forth in Article III hereof. 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 provision of these articles, 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII
Dissolution

In the event of the dissolution of this corporation, the Board of Directors shall, after paying, or making provision for the payment of, all the liabilities of the corporation, distribute all assets of the corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XIII

Bylaws

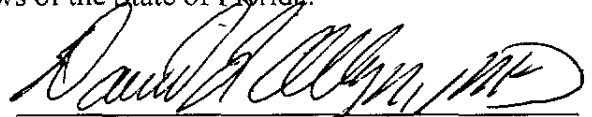
The power to adopt, alter, amend or repeal provisions of the Bylaws shall be vested in the Board of Directors and shall be accomplished in accordance with the requirements of the Bylaws.

ARTICLE XIV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided that at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto executed these Articles of Incorporation this 7th day of November, 2003, for the purpose of forming this corporation not for profit under the laws of the State of Florida.




David L. Allyn, M.D., Incorporator

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

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

That Health, Education and Research Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Clermont, State of Florida, has named David L. Allyn, M.D. located at 255 Citrus Tower Boulevard, Clermont, State of Florida as its agent to accept service of process within Florida.

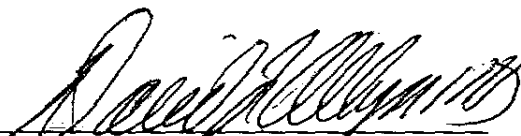
The street address of the registered office and the street address of the business of the registered agent are identical.



David L. Allyn, M.D., Incorporator

Dated: 11-7-03

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



David L. Allyn, M.D.
Registered Agent

Dated: 11-7-03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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