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FLORIDA NON-PROFIT CORPORATION

THE CARDEA FOUNDATION FOR WOMEN'S HEALTH

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**ARTICLES OF INCORPORATION
OF
THE CARDEA FOUNDATION FOR WOMEN'S HEALTH AND HUMAN RIGHTS
INC.**

(A Florida Not for Profit Corporation)

ARTICLE I - NAME

The name of the Corporation shall be: THE CARDEA FOUNDATION FOR WOMEN'S HEALTH AND HUMAN RIGHTS, INC. (hereinafter called the "Corporation").

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office and the mailing address of the Corporation is: 911 North Orange Avenue, Suite 505, Orlando, Florida 32801.

ARTICLE III - PURPOSES

A. The purposes for which the corporation is organized are as follows:

1. To operate as a charitable health provider organized for the purposes of providing general health advice and services to the needy and disadvantaged and for any other purposes qualifying as an exempt organization under Section 501(c) of the IRS Code.

B. This corporation shall be limited in its purposes, objectives and activities as follows:

1. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under Section 170(e)(2) of the Code, or any other corresponding provision of any future United States internal revenue law.

2. Notwithstanding any other provision of these Articles, this corporation is organized exclusively for recreational purposes which qualifies as an exempt organization under Section 501(c) of the Code, or any other corresponding provision of any future United States internal revenue law and shall be not-for-profit. In particular, the Corporation shall focus its charitable activities, at the discretion of the directors, toward health-related issues for the needy, disadvantaged or others, all as shall qualify as charitable activities within the meaning of 501(c)(3) of the Internal Revenue Code.

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ARTICLE III - DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to law.

ARTICLE IV - INCORPORATOR

The name and address of the sole incorporator of the Corporation is:

D. Wayne Jenkins, M.D.	911 North Orange Avenue, Suite 505 Orlando, Florida 32801
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ARTICLE V - BOARD OF DIRECTORS

The number of persons constituting the Board of Directors shall be three (3). The number of members of the Board of Directors may be increased or decreased as provided in the Bylaws, but in no event shall the number of directors be less than three (3). The Board of Directors will be elected as provided in the Bylaws. The names and addresses of the initial Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
D. Wayne Jenkins, M.D.	911 North Orange Avenue, Suite 505 Orlando, Florida 32801
Sean Tedjarati, M.D.	207 S. Hesperides Tampa, Florida 33609
Julian Munoz	4640 Dublin Boulevard, Suite 128 Dublin, California 94568

ARTICLE XI - OFFICERS

The day-to-day affairs of the Corporation shall be administered, subject to the direction and authority of the Board of Directors, by the officers of the Corporation, which include a President, Vice President, Secretary and Treasurer and such other officers as permitted by the Bylaws. The officers shall be appointed by the Board of Directors and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Sean Tedjarati, M.D.	207 S. Hesperides Tampa, Florida 33609
Vice President	D. Wayne Jenkins, M.D.	911 North Orange Avenue, Suite 505

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ARTICLE VI - BYLAWS

The Bylaws may be amended, altered, or repealed and new Bylaws may be adopted only by a majority of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation.

ARTICLE VII - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed only by a majority vote of the Board of Directors of the Corporation.

ARTICLE XIV - INITIAL REGISTERED AGENT

The street address of the Corporation's initial registered office in the State of Florida is: 911 North Orange Ave. #505, Orlando, Florida 32801 and the name of its initial registered agent at such office is: D. Wayne Jenkins, M.D.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of THE CARDEA FOUNDATION FOR WOMEN'S HEALTH AND HUMAN RIGHTS, INC., this 26th day of December, 2003.

By: 

Name: D. Wayne Jenkins

Title: Incorporator

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CONSENT OF REGISTERED AGENT
OF
THE CARDEA FOUNDATION FOR WOMEN'S HEALTH AND HUMAN RIGHTS,
INC.
(a Florida Not-For-Profit Corporation)

The undersigned, whose business address is: 911 North Orange Avenue, Suite 505, Orlando, Florida 32801, hereby accepts appointment as the initial registered agent of: THE CARDEA FOUNDATION FOR WOMEN'S HEALTH AND HUMAN RIGHTS, INC., a Florida not-for-profit corporation, and accepts the obligations provided for in Section 617.0501, Florida Statutes.



D. Wayne Jenkins
Registered Agent

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