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TALLAHASSEE, FLORIDA

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# LAW OFFICES OF MARLON E. BRYAN, P.A.

5701 Sheridan Street, Hollywood, Florida 33328

Phone: (954) 252-7284 • Facsimile (954) 322-0330 • E-mail: m5meb@cs.com

Member of Florida & New Jersey Bar

May 12, 2004

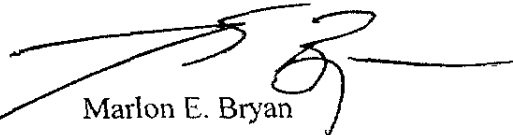
Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: **THE CARIBBEAN MEDICAL EDUCATION CONSULTANTS, INC.,**

Enclosed is the original and one (1) copy of the Articles of Incorporation, Certificate of Designation of Registered Agent, and a check for Seventy Eight Dollars and 75/100 (\$78.75) to cover the cost of filing the articles, and acquiring a Certificate and Letter of Acknowledgment. Please return the Certificate and Letter of Acknowledgment to our office at:

**Law Offices of Marlon E. Bryan, P.A.  
5701 Sheriden Street  
Hollywood, Florida 33021**

Very truly yours,

A handwritten signature in black ink, appearing to be 'MEB', written over the printed name Marlon E. Bryan.

Marlon E. Bryan

MEB/kg  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**THE CARIBBEAN MEDICAL EDUCATION CONSULTANTS, INC.**  
**(Not-For-Profit Corporation)**

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**ARTICLE I**

The name of the Corporation shall be:

**THE CARIBBEAN MEDICAL EDUCATION CONSULTANTS, INC.**

**ARTICLE II**

The principal place of business and mailing address of the Corporation:

**4256 Fox Ridge Drive  
Weston, Florida 33331**

**ARTICLE III**

3.1 The Corporation is organized exclusively for charitable, educational, and recreational purposes. Further, the general purposes for which this Corporation is formed are to operate exclusively for such educational, charitable, and recreational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or any corresponding section of any subsequent federal tax code. Some of these general purposes, without limitation, are:

- (a) To engage solely for Civic, Religious, Educational activities and Fund Raiser affairs with Scholarship awards;
- (b) To provide care and assistance concerning development of poor children and the promotion of their health, education, and welfare;
- (c) To assume responsibilities for contributing to nursing education in order to provide for the highest quality health care;
- (d) To promote and encourage participation in community affairs and activities towards improved health care and the restoration of related social issues;
- (e) To influence health care, medical education and practice through appropriate legislative activities;
- (f) To represent medical students to consumer, to institutions, and other organizations;

- (g) To promote and encourage recruitment efforts, participation in student activities, and educational opportunities regardless of lifestyle, race, color, creed, handicap, sex, national origin, age, or economic status;
- (h) To promote and encourage collaborative relationship with medical and related health organizations.

In furtherance, but not in limitation of the foregoing purposes, the Corporation shall have the power and authority:

- (i) to receive assistance, money(as grants, membership dues or otherwise), real or personal property and any other forms of contributions, gifts, bequests or devises from any person, firm or corporation to be utilized in the furtherance of the purposes of the Corporation;
- (ii) to enter into agreements or contracts for contributions to the Corporation for its objectives and purposes, subject to the bylaws of the Corporation;
- (iii) to distribute, in the manner, form and method, and by the means determined by the Board of Directors, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its objectives and purposes;
- (iv) to purchase, acquire, own, hold, guarantee, sell, design, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage or otherwise dispose of any real estate; and as the owner of any such real or personal property, to exercise all rights, powers and privileges of ownership.

All of the above and foregoing are to be construed both as objectives and powers, and it is expressly provided that the enumerated shall not be held to limit or restrict in any manner the general powers of the Corporation. Subject to the limitations set forth below, the Corporation may do all things requisite and necessary, proper and desirable to carry out and further its purposes; and in general, has all the privileges, immunities and benefits not required to be stated specifically in these Articles, for which corporations may be incorporated under Chapter 617 of the Florida Statutes, which is the Florida Not for Profit Corporation Act.

### 3.2 Notwithstanding any other provision of these Articles of Incorporation:

(a) The Corporation shall not be operated for profit. It may only engage in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and by a corporation to which contributions are deductible under Sections 170(c), 2055, and 2522 of the Internal Revenue Code. To the extent consistent with Section 501(c)(3), the Corporation may exercise any and all

powers conferred upon non-profit corporations by Chapter 617 of the Florida Statutes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation. The Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article III.

(c) 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 be empowered to make the election authorized under the federal tax code. The Corporation shall not engage in the distribution of statements for any political campaign on behalf of or in opposition to any candidate for public office.

3.3 The Corporation is organized pursuant to Chapter 617 of the Florida Statutes and does not contemplate pecuniary gain or profit; it has no capital stock and is not authorized to issue capital stock.

3.4 In accordance with section 617.0834 of the Florida Statutes, no loans shall be made by the Corporation to its directors or officers.

3.5 The term of the Corporation shall be perpetual.

#### **ARTICLE IV**

4.1 The manner in which directors for the Corporation's Board of Directors are elected or appointed shall be set forth in the bylaws of the Corporation.

4.2 All voting power, including, without limitation, power to vote on amending the Articles of Incorporation, is vested in the Board of Directors of the Corporation. The number of directors constituting the initial Board of Directors is Five. The names and addresses of those people who are to serve as the initial Directors are:

**REV. FR. BURNET MOISE, M.DIV., Founder and President**  
4256 Fox Ridge Drive  
Weston, Florida 33331

**ING. ROLEX RICHARDSON, Vice-President**  
4256 Fox Ridge Drive  
Weston, Florida 33331

**MS. YVROSE JEAN, RN, Secretary**  
4471 N.W. 106<sup>th</sup> Avenue  
Coral Springs, Florida 33065

**ACEDA CHERICHEL, RN**

6100 South Falls Circle Drive  
Lauderhill, Florida 33319

4.3 The internal affairs of the Corporation shall be regulated by the Board of Directors according to the Corporation's bylaws. The power to make, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

4.4 The manner of termination of membership in the Corporation shall be set forth in the bylaws of the Corporation.

**ARTICLE V**

The name and Florida street address of the initial Registered Agent is:

REV. FR. BURNET MOISE, M. DIV.  
4256 Fox Ridge Drive  
Weston, Florida 33331

**ARTICLE VI**

The name and address of the Incorporator is:

REV. FR. BURNET MOISE, M. DIV.  
4256 Fox Ridge Drive  
Weston, Florida 33331

IN WITNESS WHEREOF, the undersigned incorporator has executed these

Articles of Incorporation this 14 day of May, 2004.

  
REV. FR. BURNET MOISE, M. DIV.

  
ING. ROLEX RICHARDSON

  
MS. YVROSE JEAN, RN

  
ACEDA CHERICHEL, RN

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZATION 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 CARIBBEAN MEDICAL EDUCATION CONSULTANTS, INC.**

2. The name and address of the registered agent and office is:

**REV. FR. BURNET MOISE, M. DIV.  
4256 Fox Ridge Drive  
Weston, Florida 33331**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designed 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.

Rev. Burnet Moise  
(Signature)

5/14/2004  
(Date)

DIVISION OF CORPORATION, P.O BOX 6327, TALLAHASSEE, FL 32314

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