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Division of Corporations Page 1 of 1  
**No4000009531**

Florida Department of State  
Division of Corporations  
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**FLORIDA NON-PROFIT CORPORATION**

**Clinic of Angels, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
FOR  
CLINIC OF ANGELS, INC.**

The undersigned incorporator of Clinic of Angels, Inc., for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this corporation shall be Clinic of Angels, Inc.

**ARTICLE II**  
**ADDRESS**

The street address of the initial principal office and the mailing address of this Corporation shall be:

9804 North 56<sup>th</sup> Street  
Temple Terrace, Florida 33617

**ARTICLE III**  
**DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**ARTICLE IV**  
**PURPOSE**

The Corporation is organized and shall be operated exclusively for the purpose, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any future federal tax laws, of providing financial aid to victims of chronic illness in order to help them receive medical and supportive therapies. Such therapies are often unaffordable due to financial circumstances or insurance denial. The goal is to seek new, innovative therapies for victims of chronic illness. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to the stated purpose and that are not specifically prohibited to corporations under the laws of the State of Florida or of the United States, or Article VI of these Articles.

**ARTICLE V**  
**MEMBERS**

The Corporation shall not have members.

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ARTICLE VI  
PROHIBITED ACTIVITIES

No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in Article IV of these Articles. No director or service providing physician will receive compensation for their service; however, reimbursement for actual and documented expenses will be allowed. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; provided, however, if the Corporation makes an election under Section 501(h) of the Internal Revenue Code of 1986, as amended, its activities shall be governed by that section, or the corresponding provisions of any future federal tax laws, and the associated regulations thereunder. This Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future federal tax laws.

ARTICLE VII  
DISSOLUTION

In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its existing assets to a similar medically oriented not-for-profit corporation, which itself is an exempt organization as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding provisions of any future federal tax laws, or to the federal government, or a state or local government for exclusive public purposes, as shall be determined by the last Board of Directors. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. None of the assets will be distributed to any officer or director of this Corporation.

ARTICLE VIII  
DIRECTORS

The directors of the Corporation shall be elected in the manner set forth in the Bylaws. The number of directors may be increased or decreased in accordance with the procedures specified in the Bylaws, but shall not be less than three. The initial Board of Directors of the Corporation shall consist of six directors, who shall serve until the first annual meeting of the Board of Directors, or until their successors are elected and qualified. The names and addresses of the Corporation's initial directors are:

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<u>NAME</u>	<u>ADDRESS</u>
Michael J. Cichon, M.D.	1611 Riverhills Drive Tampa, FL 33617
The Honorable Sandra L. Murman	1107 E. Jackson Street Tampa, FL 33602
John Gianpoli	802 Ambience Burr Ridge, IL 60527
Paul D'Agostino	7811 Capwood Avenue Temple Terrace, FL 33637

ARTICLE IX  
BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors.

ARTICLE X  
AMENDMENTS

An amendment to these Articles may be proposed by any member of the Board of Directors. Amendments shall be adopted by the Board of Directors by the affirmative vote of at least a majority of the directors then in office.

ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office is 100 North Tampa Street, Suite 4100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Bernard Barton.

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ARTICLE XII  
INCORPORATOR

The name and address of the incorporator of the corporation is:

Paul D'Agostino  
7811 Capwood Avenue  
Tampa, FL 33637

Dated this 04 day of OCTOBER 2004.

  
Paul D'Agostino, Incorporator

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

In compliance with sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That CLINIC OF ANGELS, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 100 North Tampa Street, Suite 4100, Tampa, Florida 33602, has named Bernard Barton as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Not For Profit Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 6<sup>th</sup> day of October, 2004.

Bernard Barton  
Bernard Barton, Registered Agent

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