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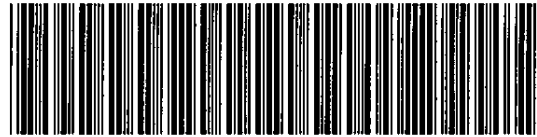
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2006 MAY 31 P 4:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*6-1-06*  
*WCC*



## TRANSMITTAL LETTER

Department of the State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

**SUBJECT: CENTER FOR MEDICAL INTEGRITY, INC.**

Enclosed is an original and one (1) copy of the Articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM:

Jorge Torrales  
Name (printed or typed)  
5033 SW 139 Terrace  
Address  
Miramar, Fl. 33027  
City, State & Zip  
305-829-2552  
Daytime Telephone number

*JS*

**ARTICLES OF INCORPORATION  
OF  
CENTER FOR MEDICAL INTEGRITY, INC.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned, acting as the incorporator of a not for profit corporation under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, as amended, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE 1 : NAME**

The name of the Corporation shall be CENTER FOR MEDICAL INTEGRITY, INC. (CENTRO PARA INTEGRIDAD MEDICA) hereinafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the corporation is 5911 West Flagler, Miami, Fl. 33144.

**ARTICLE III: DURATION**

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

**ARTICLE IV: PURPOSES**

The organization is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations of the Internal Revenue Code of 1986 as now enacted or hereafter amended.

This organization is a faith-based, interdenominational, nonpartisan, multi-disciplinary group of concerned citizens that seeks to assist society at large with the growing problem of escalating health care costs to patients (including health insurance), as well as to physicians, through malpractice insurance. These factors cause more than forty-five million (45,000,000) Americans to go uninsured and an alarming number of doctors leaving practice each year only exacerbates the problem. To this end, CMI will use patented (patent pending), copyrighted, and multiple trade secret protocols to evaluate the testimony of medical expert witnesses for accuracy, validity, and relevance to the case being evaluated. The organization shall publish such findings, making them available to participants of the services.

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TALLAHASSEE, FLORIDA

(18)

In those instances where a medical expert witness's testimony has been found to be incorrect, untrue, misleading, perjurious, and/or libelous, and when having provided the expert witness an opportunity to rescind that position, the expert refuses to do so, this organization shall do everything within its power to report said activity to the appropriate authorities.

In addition, the organization will seek to positively impact the healthcare delivery system in such a manner that hospitals, multi-specialty group practices, nursing home facilities, insurance companies, trial attorneys, judges, and other healthcare and legal system-related entities will be able to better govern and protect themselves from unscrupulous, unethical, perjurious, and/or libelous expert witnesses. To this end, CMI will engage in research studies and explore models that demonstrate "best practices" in delivering culturally competent, preventative, and efficacious healthcare. The organization will actively seek collaborative agreements with other likeminded institutions that are seeking alternatives that may prove, or have proven to be, effective.

Finally, CMI seeks to spread its sphere of influence and good will into as many international jurisdictions as possible, so that the citizens of the international community can reduce or eliminate healthcare disparities, and experience the greatness of the American Healthcare system in their own countries. This, in turn, will significantly reduce, or even someday eliminate, the need for peoples of other nations to migrate into the US to make use of (and in some cases abuse) our plentiful, yet vulnerable, healthcare system. To this end, the Corporation shall promote educational and charitable purposes from a Faith Based perspective. Improving the life and character of individuals directly and indirectly involved in its programs, for the betterment of life through the corporation.

#### **ARTICLE V: ADDITIONAL PROVISIONS/ EXEMPTION REQUIREMENTS**

This Corporation has Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.


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In the event of dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding section of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when each person is serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



## **ARTICLE VI: MEMBERSHIP**

The corporation should have no members.

## **ARTICLE VII: MANNER OF ELECTION**

The directors are elected as stated in the by laws.

The corporation shall have no voting members. The management and affairs of the corporation shall be at all times under the direction of the president and/or the Board of Directors, whose operations in governing the corporation shall be defined by statutes and by the corporation's by-laws. No Director shall have any right, title, or interest in or to any property of the corporation. The initial Board of Directors/Officers shall consist of the following:

Andre Estevez - President  
5911 W Flagler Street  
Miami, FL 33144

Roger Felipe - Treasurer  
8755 SW 16<sup>th</sup> Street  
Miami, FL 33165

Steve McMickle - Secretary  
7532 SW 135 Place  
Miami, FL 33180

Pedro Martinez - Director  
10855 SW 26 Street  
Miami, FL 33165

Gustavo Leon - Director  
7481 Miller Drive  
Miami, FL 33155

Beverly Ali - Director  
6666 North Ocean Blvd. Unit # 9  
Ocean Ridge, FL 33435

Rafael Palmerola - Director  
9240 SW 72 Street, # 241  
Miami FL 33183

Orlando Gomez - Director  
2184 SW 9<sup>th</sup> St  
Miami, FL 33135

Alex Comesana - Director  
8755 SW 16th Street  
Miami, FL 33165

Juan E. Perez - Director  
441 East 12 Street  
Hialeah, FL 33010

Richard Sejour - Director  
1620 NE 148 Street  
North Miami, FL 33181

Pedro M. Corces - Director  
12800 SW 6 Street  
Miami, FL 33182

Bernard Brucker - Director  
Associate Professor,  
Department of Psychiatry  
& Behavioral Sciences  
University of Miami  
Miami, FL 33101

*A.E.*

**ARTICLE VIII: INITIAL REGISTERED AGENT AND ADDRESS**

The name and Florida street address of the registered agent is:

**Andre Estevez  
5911 W Flagler Street  
Miami, Fl. 33144**

**ARTICLE IX: INCORPORATOR**

The incorporator of the Corporation is as follows:

**Andre Estevez  
5911 W Flagler Street  
Miami, Fl. 33144**

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
\_\_\_\_\_  
Signature of Registered Agent

05/30/06  
Date

  
\_\_\_\_\_  
Signature Incorporator

05/30/06  
Date