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FLORIDA PROFIT/NON PROFIT CORPORATION

Foundation for Medical Research, Education and Innovation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FOUNDATION FOR MEDICAL RESEARCH, EDUCATION AND INNOVATION, INC.**

In Compliance with Chapter 617, Florida Statutes, (Not for Profit)

1. Name

The name of the Corporation is Foundation for Medical Research, Education and Innovation, Inc.

2. Principal Office

The principal place of business and mailing address of this Corporation shall be:

c/o President
6101 Pine Ridge Road
Naples, Florida 34119

3. Purposes

The purposes for which the Corporation is formed are:

- a. To promote and foster the continuing education of physicians in the practice of medicine.
- b. To promote and foster medical research and the dissemination of the results thereof to physicians and the general public.
- c. To accept, hold, invest and administer any gifts, bequests and property of any sort, without limitation as to amount or value; and to use, disburse or donate the income or principal thereof for exclusively charitable, scientific and educational purposes; and to do any and all lawful acts, either alone or in cooperation with other persons or organizations, which may be necessary, useful, suitable or proper for the furtherance, accomplishment or attainment of any or all of the purposes or powers of the Corporation; and to have, enjoy and exercise any and all rights, powers, privileges and exemptions which are now or which may hereinafter be conferred upon corporations not for profit organized under the laws of the State of Florida, as they now exist or may be amended or supplemented.

The foregoing clauses shall be construed both as objects and powers, in furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and it is expressly provided that the enumeration herein of specific objects and powers shall not be held to limit or restrict in any way the general powers of the Corporation.

5. Manner of Election

The method of election of the directors of the Corporation shall be stated in the By-Laws of the Corporation.

6. Restrictions

- a. Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for charitable, scientific and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.
- b. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation relating to one or more of its purposes), and no member, trustee, director or officer of the Corporation nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
- c. No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except to the extent permitted under Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office, except to the extent such activities may be carried on by an organization described in Section 501(c)(3) of the Code.
- d. In the event of dissolution of the Corporation, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed for one or more purposes as shall qualify under Section 501(c)(3) of the Code, or to the federal government or to a state or local government for a public purpose, or to such organizations as shall qualify under Section 501(c)(3) of the Code, or to another organization to be used in such manner as in the judgment of a Judge of the Circuit Court of the State of Florida will best accomplish the general purposes for which this Corporation was organized.
- e. In any taxable year in which the Corporation is a private foundation, as described in Section 509(a) of the Code, the Corporation shall distribute its income for that year at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not: (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings as defined in Section 4943(c) of the

Code; (iii) make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code.

7. Registered Agent

The name and Florida street address of the Registered Agent, who has subscribed to these Articles below, are:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

8. Incorporator


The name and address of the Incorporator, who has subscribed to these Articles below, are:

Joseph G. Cusson, Esq., Incorporator
Harter Secrest & Emery LLP
1600 Bausch & Lomb Place
Rochester, New York 14604-2711

9. Term of Existence

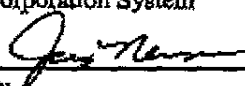
The Corporation shall exist perpetually. Corporate existence shall commence upon the filing of these Articles with the Department of State.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 14th day of July, 2006, for the purpose of forming this Corporation not for profit under the laws of the State of Florida


Joseph G. Casion, Jr. Esq., Incorporator

HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in these Articles, the undersigned is familiar with and accepts the appointment as Registered Agent and agrees to act in this capacity as of this 21 day of July, 2006.

CT Corporation System

By: 
Name: JAMES M. NEWSOME
Title: Special Assistant Secretary

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