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MARLOW WHITE

(Requestor's Name)

P.O. Box 1050

(Address)

Tallahassee FL 32302

(Address)

850/425-5000

(City/State/Zip/Phone #)

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MEDICAL MISSION GUILD, INC.

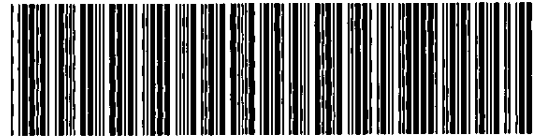
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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

bm 7/15/08

**ARTICLES OF INCORPORATION  
OF  
MEDICAL MISSION GUILD, INC.**

THE UNDERSIGNED form Medical Mission Guild, Inc., a Florida not-for-profit corporation, by adopting and filing the following Articles of Incorporation.

**ARTICLE I  
NAME AND LOCATION OF PRINCIPAL OFFICE**

Section 1. Name. The name of the corporation is "Medical Mission Guild, Inc."

Section 2. Location of Principal Office. The location of the principal office of this corporation shall be at 1879 Professional Park Circle, Tallahassee, Leon County, State of Florida, or such other location as may be from time to time designed by the Board of Directors.

**ARTICLE II  
DURATION, PURPOSE, OBJECTS AND POWERS**

Section 1. Duration. The life of this corporation shall be perpetual.

Section 2. Purpose. This corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), including all purposes permitted by the laws of Florida for not for profit corporations not in conflict with Section 501(c)(3) and shall specifically include, but not be limited to, the following purposes and objects:

A. To conduct business for medical, scientific, educational and charitable purposes.

B. To provide systems, facilities, education, and services to provide and support medical missionaries in South America and Africa and in other underserved areas of world to combat disease and sickness.

C. To facilitate new and improved medical technology.

D. To promote, facilitate, manage and support experimental or applied medical science and health education programs.

E. To promote and support the projects, programs, activities and efforts of other public and private foundations, institutions or charities recognized as tax-exempt under the provisions of I.R.C. Section 501(a)(1) where the purposes, objects, projects, activities and efforts of such entities are functionally related to medical science, practice and education when such promotion and support are consistent with this corporation's purposes, objects and powers.

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F. To do all and everything necessary and proper for the accomplishment and furtherance of the express purposes set forth above.

**Section 3. Powers.** In order to accomplish the foregoing purposes and objects, this corporation shall have all the powers now or hereafter conferred by Florida law upon corporations not for profit including the power to solicit all available private and public funds in the manner prescribed by law, and including all powers necessary or convenient to effect any or all of this corporation's purposes subject only to the limitations as are or may be prescribed by law and these articles of incorporation.

**Section 4. No Partnerships, Etc.** While this corporation may manage and support programs and projects of other related tax-exempt entities and may generally "associate" with same as according to its express purposes, this corporation shall not be and shall not be construed to be a "partner", "stakeholder", "member", "joint venturer" or any other like term with similar legal connotation with or of such entities and shall make no statement or take any action to imply otherwise, except as may be effected by a purchase of stock or shares in an entity or as may be expressly agreed to in writing signed by such entity and this corporation.

### **ARTICLE III PROSCRIPTIONS**

**Section 1. Non-Inurement.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons; provided that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable, documented expenses, including specifically reasonable compensation and reimbursement of costs for attendance at directors meetings by its directors, officers, corporate counsel or other public or private persons whose attendance is requested by the board; and, to make payments and distributions in furtherance of the purposes, objects and powers set forth in Article II hereof.

**Section 2. Non-Intervention in Political Activities.** This corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters, elections or referendums. Notwithstanding this provision, members of the corporation may participate in activities to provide information to representatives of the executive and legislature branches of the government of the State of Florida in connection with existing statutes or proposed legislation impacting or potentially impacting the corporation or its ability to effectively pursue its charitable and public purposes; and, in addition to corporate counsel who shall be so designated, may designate one or more of its directors or officers as representatives before State, local or federal agencies or legislatures, as provided in Section 112.3215, Florida Statutes, or corresponding local or federal laws.

**Section 3. Non-Involvement in Member Affairs.** This corporation shall not have as an objective, purpose or function, nor shall it have the power to engage in any activity respecting its members' individual sales and marketing functions, or independent decisions with respect thereto, nor to effect any type of cooperation by, between or among, this corporation and its members

which may violate antitrust laws, or effect, or attempt to influence any member in any such cooperative activity. All activity in violation of this provision is expressly prohibited and shall not be binding on the members of this corporation.

**Section 4. Restrictions on Powers.** Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future Internal Revenue law).

## **ARTICLE V MEMBERSHIP**

This corporation shall have no members as permitted by Section 617.0601(1)(a), Florida Statutes. This corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not-For-Profit Corporation Act and shall not have the power to issue shares of any type or class; and, this corporation shall have no members.

## **ARTICLE V BOARD OF DIRECTORS**

The powers of the corporation shall be vested in a Board of Directors consisting of not less than three (3) and not more than (7) members, as shall be provided in the Bylaws. Where not inconsistent with the expressed provisions of these Articles, the Board shall have the rights, powers and privileges prescribed by law for directors of not-for-profit corporations.

Within the standards and limitations prescribed herein for the Board and its meetings, the qualifications and terms of office, manner of selection, and the time, place and manner of calling meetings, giving notice of and conducting the meetings, and the number of Directors which shall constitute a quorum at the meetings, shall be prescribed by the Bylaws.

The Board may appoint an individuals to serve as such officers of the corporation as the Board deems desirable, and shall prescribe the manner of appointment, the term of office, duties and compensation, if any, of the officers. Officers may be removed only by concurrence of a majority of the members of the Board.

The Board, by majority vote at any properly constituted meeting, shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the bylaws of the corporation. The Board, by majority vote of those present at any properly consdtuted meeting, may appoint advisory committees for such purposes as the Board shall deem necessary.

The names and addresses, and initial positions on initial Board of Directors are:

Robert P. C. Whittier, M. D.  
1879 Professional Park Circle  
Tallahassee FL 32308

Todd Patterson, D. O.  
1318 N. Monroe St. #E  
Tallahassee FL 32303

Doris Purvis, M.D.  
2202 State Avenue # 303-B  
Panama City FL 32405

## **ARTICLE VI INDEMNIFICATION**

The corporation shall indemnify and hold harmless any and all persons who shall serve, or who shall have served at any time as Directors, Executive Committee members, or Officers, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding which may be asserted against them, or any of them, by reason of their being or having been Directors, Executive Committee members, or Officers, except in relation to matters as to which any such Director, Executive Committee member or Officer or person shall be adjudged in any action, suit or proceeding to be liable for the persons's own negligence or misconduct in the performance of duty. Such indemnification shall be in addition to any other rights to which those hereby indemnified may be otherwise entitled.

## **ARTICLE VII EXECUTIVE OFFICERS AND PROFESSIONAL SERVICES**

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the corporation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary and proper, but shall engage a non-member individual or firm as general counsel to the corporation and a non-member individual or firm as a certified or chartered public accountant to the corporation. Such Executive Director and officers and employees shall be compensated as provided by the Board of Directors.

## **ARTICLE VIII BY-LAWS**

The By-Laws of this corporation shall be made, altered, amended or rescinded only by two-thirds of those members of the Board of Directors present and voting at a regularly called meeting, or at any other meeting of said Board members called for the purpose, provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing By-Laws of the corporation.

## **ARTICLE IX DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to some other organization or organizations exempt

under Section 501(c)(3) of the Internal Revenue Code which have similar purpose or purposes to that which is enumerated under Article II herein or to some state, local or federal entity. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located exclusively for such purposes. No income or assets of the corporation will ever be distributed to any member, officer or director except as permitted in the form of compensation or reimbursement.

#### ARTICLE X REGISTERED AGENT

The street address of the corporation's Registered Office is 1879 Professional Park Circle, Tallahassee FL 32308, and the name of its Registered Agent at such address is Robert P. C. Whittier, M. D.

#### ARTICLE XI AMENDMENTS

These Articles may be amended by two-thirds of those members of the Board of Directors present and voting at any regular or special meeting called pursuant to the By-Laws of the corporation for the purpose of amending the Articles.

IN WITNESS WHEREOF, I execute our signatures on this 13<sup>th</sup> day of July, 2008.

  
ROBERT P. C. WHITTIER  
ORGANIZING DIRECTOR

#### ACKNOWLEDGMENT OF ARTICLES

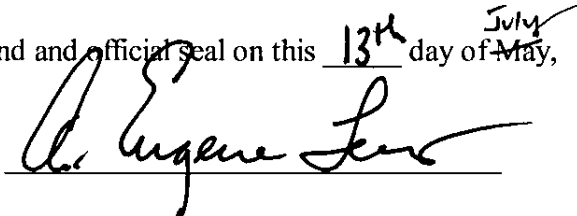
STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

BEFORE ME, the undersigned authority, appeared ROBERT P. C. WHITTIER, who being personally well-known to me, acknowledged that he executed the foregoing instrument for the purposes set forth above.

IN WITNESS WHEREOF, I have set my hand and official seal on this 13<sup>th</sup> day of <sup>July</sup>~~May~~, 2008.





A. Eugene Lewis  
Commission # DD383321  
Expires February 6, 2009  
Bonded Troy Fain - Insurance, Inc. 800-365-7018

### DESIGNATION OF REGISTERED AGENT

IN COMPLIANCE with Subsection 48.091, Florida Statutes, Medical Mission Guild, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 1879 Professional Park Circle, Tallahassee FL 32308, names Robert P. C. Whittier at such address, as registered agent.

Executed: July 13, 2008



ROBERT P. C. WHITTIER, DIRECTOR

### ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, we hereby agree to act in such capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.

Executed: July 13, 2008



ROBERT P. C. WHITTIER  
REGISTERED AGENT

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