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FLORIDA PROFIT/NON PROFIT CORPORATION

International Medical Travel Association (Americas)

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12/19/2008

ARTICLES OF INCORPORATION

OF

INTERNATIONAL MEDICAL TRAVEL ASSOCIATION (AMERICAS) INC. (a corporation not for profit)

Article L Name

The name of this corporation is International Medical Travel Association (Americas) Inc. (the "Corporation").

Article II. Principal Office

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

1010 Seminole Drive Suite 811 Fort Lauderdale, Florida 33304

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Article III. Enabling Law

This Corporation is organized pursuant to the "Corporations Not For Profit Act" of the State of Florida, as set forth at Chapter 617 of the Florida Statutes.

Article IV. Purpose

A. This Corporation is organized and shall be operated exclusively as a "business league" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"). More specifically: (i) the Corporation is an alliance of businesses involved in medical travel or that provide medical care or support services to medical travelers and that shall promote the Members' common business interests in enhancing and supporting a sustainable medical travel industry for the benefit of improving international and domestic patient care; and, (ii) the Corporation may conduct any activity or provide any service consistent with a business league

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defined in Code section 501(c)(6) and the regulations thereunder, including but not limited to providing: (A) a forum in which the Members can share amongst themselves and with the general public information and knowledge relating to the medical travel industry; (B) a "clearinghouse" whereby Members and the general public may obtain information regarding medical travel related issues; and (C) opportunities and seminars and meetings for the Members to present to the general public information and knowledge relating to the medical travel industry.

- B. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to, its directors, trustee, officers, or other private persons, except that the Corporation shall be authorized and empowered to psy reasonable compensation for services rendered and to make payments and distributions in furtherance of the tax exempt purposes set forth herein.
- C. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation and applicable laws. Notwithstanding any such powers, or any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(6) of the Code, or (ii) by a corporation organized under Section 170(c)(2) of the Code, or (iii) by a corporation as defined in Section 617.0835, Fla. Stat. Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.
- D.. This Corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in connection with any permitted or lawful purpose.

E. In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

Article V. Duration

The Corporation shall commence its existence on upon filing these Articles with the Florida Secretary of State and is to exist perpetually.

Article VI, Membership

The Corporation shall have Members, but Membership is limited to persons, entities or organizations directly involved in the medical travel industry or whose activities, in the opinion of the Board of Directors or a committee thereof, can contribute to the objectives of this Corporation. The Board of Directors shall determine by a majority vote the requirements and qualifications for Membership. Payments of fees by Members shall be determined by the majority vote of the Board of Directors. Admission to Membership in the Corporation shall be as set forth in the Bylaws. The authorized number, the different classes of Membership, obligations, rights and privileges of Members and the termination of Membership shall be as set forth in the Bylaws.

Article VII. Initial Board of Directors

The Corporation shall have four (4) directors, initially. The number of directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the directors shall be in accordance with the Bylaws, except that the term for the initial members shall be for a period of three (3) years. The names and post office address of the initial members of the first Board of Directors who shall serve until their successors are elected are:

> Steven R. Gerst, M.D. 1010 Seminole Drive Suite 811 Fort Lauderdale, Florida 33304

John Linss 3655 Brookside Parkway Building 2, Suite 400 Alpharetta, GA 30022

George R. Brickley II 8917 Tresco Road Richmond, VA 23229

David Boucher, M.P.H., FACHE AF-324, I-20 Alpine Road Columbia, SC 21219

Article VIII. Incorporator

The name and address of the Incorporator of this Corporation is:

Steven R. Gerst. M.D.

1010 Seminole Drive Suite 811 Fort Lauderdale, Florida 33304

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Article IX. Registered Office and Agent

The street address of the Corporation's initial registered office and the name of the Corporation's initial registered agent at such address is:

> Osvaldo F. Torres, Esq. Adomo & Yoss LLP. 2525 Ponce De Leon Boulevard Suite 400 Coral Gables, Florida 33134

Article X. Mailing Address

The mailing address of the corporation is:

1010 Seminole Drive Suite 811 Fort Lauderdale, Florida 33304

Article XI. Bylaws

The Bylaws of this corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Dated: January 7, 2009

Name: Steven R. Gerst, M.D.

Title: Incorporator

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Acceptance of Registered Agent

Having been named as registered agent to accept service of process for International Medical Travel Association (Americas) Inc., at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the appointment of registered agent and agrees to act in this capacity.

Dated: January 7, 2009

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