

NO 9000000761

Florida Department of State

Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000015852 3)))



H090000158523ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : CLARK, PARTINGTON, HART AND HART
Account Number : 071201002016
Phone : (850) 434-9200
Fax Number : (850) 432-7340

RECEIVED
DEPARTMENT OF STATE
09 JAN 23 AM 7:42

FLORIDA PROFIT/NON PROFIT CORPORATION

American International Medical Society, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JAN 23 Help
1:37

FILED

Electronic Filing Menu

Corporate Filing Menu

JAN 26 2009
D.A. WHITE

Florida Department of State
Division of Corporations
Public
ARTICLES OF INCORPORATION OF
AMERICAN INTERNATIONAL MEDICAL SOCIETY, INC.
A CORPORATION NOT FOR PROFIT

H09000015852 3

FILED

2009 JAN 23 P 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is American International Medical Society, Inc. and the principal office and mailing address of the corporation is 1717 North "E" Street, Suite 331, Pensacola, Florida 32501.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real property or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, or educational purposes, either directly or by providing permissible support to individuals or organizations, including organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the applicable Treasury Regulations as they now exist or may hereafter be amended, that will accomplish the charitable purposes for which this corporation is organized.

(b) To provide or support educational programs the purpose of which is to improve the quality and availability of health and medical care to all people, including the expansion of the use of modern healthcare devices and techniques, particularly in areas of the world where the use of modern healthcare devices and techniques is not prevalent.

H09000015852 3

Florida Department of State

Division of Corporations

H09000015852 3

H09000015852 3

Florida

Div

ART 3

No part of the net earnings of the corporation shall inure to the benefit of any

ART 3

trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in carrying out one or more of its charitable purposes and the corporation may reimburse reasonable out-of-pocket expenses incurred in carrying out one or more of its charitable purposes), and no trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

H09000015852 3

Florida Department of State
Division of Corporations
H09000015852 3 H09000015852 3
(g) The corporation shall not make any investments in such manner as to subject it to

tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(i) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

The membership of the corporation shall consist at all times of the members of the Board of Trustees as provided for herein, then in office, and their successors. Additional persons shall be qualified to become members as described in the Bylaws of the corporation.

ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE AND TERM OF EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State. The corporation shall have perpetual existence.

H09000015852 3

agelions?

4.

names and addresses of the initial trustees of the corporation, who shall also be the directors of

Thabet Alsheikh, M.D., F.A.C.C. - Incorporator/Trustee

W. Daniel Doty, M.D. - Trustee

Naim Z. Farhat, M.D. - Trustee

ARTICLE VI - OFFICERS

and Treasurer, and such other officers as the Board of Trustees of the corporation shall in its

first election are:

President: Thabet Alsheikh, M.D., F.A.C.C.

ARTICLE VII - BOARD OF TRUSTEES

shall also be the directors of the corporation. The trustees shall be elected, removed, and/or

H09000015852 3

die, become disabled, or refuse to act. The majority vote of the trustees in office shall be sufficient for the taking of any action within the power of the corporation.

This corporation shall have three (3) trustees initially. The number of trustees may be either increased or diminished from time to time by the bylaws, but there shall never be less than three (3) trustees.

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the trustees and officers of the corporation are subject to this reservation.

ARTICLE IX - BYLAWS

Unless otherwise provided in the bylaws of the corporation, the bylaws of the corporation are to be made, altered, amended, or repealed by a majority vote of the Board of Trustees at a regular or special meeting of the Board of Trustees.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed, in the manner determined by the Trustees of the corporation, solely to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 1717 North "E" Street, Suite 331, Pensacola, Florida 32501, and the name of the registered agent of this corporation at that address shall be Thabet Alsheikh, M.D., F.A.C.C.

H09000015852 3

INCORPORATOR:

Thabet Alsheikh, M.D., F.A.C.C.

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of American International Medical Society, Inc. Further, I am familiar with and accept the duties and obligations of such designation.

Thabet Alsheikh, M.D., F.A.C.C.

AD421497

FILED
2009 JAN 23 P 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H09000015852 3