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(Requestor's Name)

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WAIT

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(Business Entity Name)

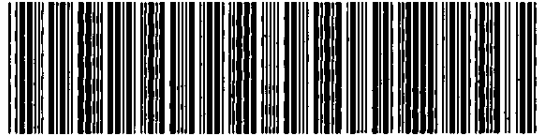
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Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

~~W009-48894~~

Office Use Only



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11/02/03--01019--011 \*\*87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 NOV 30 AM 8:35

*[Handwritten signature]* 15/2

September 18, 2009

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
P.O. BOX 6327  
Tallahassee, FL 32314

Re: DIGESTIVE DISEASE INITIATIVES, INC.

Dear Sir or Madam:

Enclosed please find duplicate originals of the Articles of Incorporation for the above referenced nonprofit corporation, together with the Certificate Designating Registered Agent. Also enclosed is a check the amount of \$87.50 for payment of the filing fee, certified copy and certificate. Please return the certified copy to my office.

If you have any questions, please do not hesitate to contact us at (407) 415-2481. Your assistance with this matter is greatly appreciated.

Very truly yours,

A handwritten signature in black ink, appearing to read "B. Atiquzzaman", with a stylized flourish at the end.

Basher M. Atiquzzaman, M.D.  
President



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 3, 2009

BASHER M. ATIQUZZAMAN, M.D.  
710 OAK COMMONS BLVD.  
KISSIMMEE, FL 34741

SUBJECT: DIGESTIVE DIESEASE INITIATIVES, INC.  
Ref. Number: W09000048894

We have received your document for DIGESTIVE DIESEASE INITIATIVES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Regulatory Specialist II

Letter Number: 709A00034734

RECEIVED  
09 NOV 30 PM 3:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 NOV 30 AM 8:35

**Articles of Incorporation**  
**Of**  
**Digestive Disease Initiatives, Inc.**

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a nonprofit corporation, the undersigned has placed his signature and seal upon this document for the purposes of becoming a nonprofit corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is: **Digestive Disease Initiatives, Inc.**

**ARTICLE II. PRINCIPAL OFFICE AND ADDRESS**

The mailing address and principal office of the corporation are: 710 Oak Commons Blvd., Kissimmee, FL 34741.

**ARTICLE III. DURATION**

This corporation will have perpetual existence. The corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE IV. PURPOSE**

The primary purpose of this organization is as follows:

1. To increase awareness of Digestive and Liver disease and prevention of Gastroenterological cancer among the general population.
2. Arrange medical education program to enhance the knowledge of various digestive diseases in collaboration with various professional organization.
3. Develop digestive disease awareness in Bangladesh and other developing countries and promote preventable gastroenterological and liver disease.
4. Help to build the infrastructure to promote digestive disease care among indigent population in USA, Bangladesh and other developing countries.

The secondary and general purposes of this corporation are as follows:

1. To exercise all rights and powers conferred on nonprofit corporations under the laws of the State of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property, both in the United States and Bangladesh; provided, however, that this corporation will not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;

2. To make bylaws and regulations not inconsistent with the constitution or laws of the United States, Florida or the Articles of the corporation;
3. To purchase, lease, or otherwise acquire, improve, construct, own, hold, use, maintain, operate, exchange, encumber, sell, convey and/or otherwise dispose of real and personal property of every kind, nature or description, as may be necessary or desirable to promote the primary purpose of this corporation;
4. To transact any or all lawful business and to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law; and
5. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

The several clauses contained in this statement of purposes will be construed as both purposes and powers, and their statements contained in each clause will, except where otherwise expressly stated, be in no way limited or restricted by reference to or interference from the terms of any other clause, but will be regarded as independent purposes and powers, rights or privileges given by law to corporations.

#### **ARTICLE V. RESTRICTION ON CORPORATE PURPOSE**

The purposes of which this corporation is organized are to receive and maintain real and/or personal property, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, scientific and educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto.

No part of the net earnings of this corporation will inure to the benefit or be distributable to any Director or Officer of the corporation, or to any other private individual (except that reasonable compensation may be paid for services rendered to the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes). No Director or Officer, or any private individual will be entitled to share in the distribution of any corporate assets in the event of dissolution of this corporation.

The corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. The corporation will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws. The corporation will not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles, the corporation will not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and the Regulations issued pursuant thereto.

#### **ARTICLE VI. DIRECTORS**

The corporation's Board of Directors will consist of one president and multiple Directors. The method of election of the Directors of the Corporation is set forth in the Bylaws of this corporation.

The President of this corporation will be:

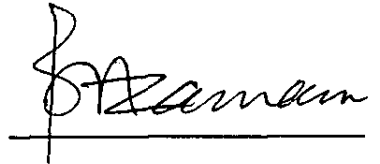
Basher M. Atiquzzaman, M.D.  
710 Oak Commons Blvd.  
Kissimmee, FL 34741

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and mailing address of the corporation is as set forth in Article II, above. The name and address of the initial registered agent of this corporation is:

Basher M. Atiquzzaman, M.D., 710 Oak Commons Blvd., Kissimmee, FL 34741.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

A handwritten signature in black ink, appearing to read 'Basher M. Atiquzzaman', is written over a horizontal line.

Basher M. Atiquzzaman, M.D.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Basher M. Atiquzzaman, M.D.  
710 Oak Commons Blvd.  
Kissimmee, FL 34741

#### **ARTICLE IX. OFFICERS**

The sole officer of this corporation will be the President, with future possibility of election of other officers as necessary. All officers and agents as may be necessary will be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the Bylaws of the corporation or determined by the President. Any person may hold two offices, except that the President may not be also the Secretary or assistant secretary of this Corporation.

#### **ARTICLE X. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

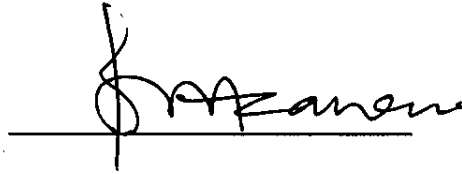
#### **ARTICLE XI. INDEMNIFICATION**

The corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by laws.

#### **ARTICLE XII. EFFECTIVE DATE**

The corporation will be effective **January 1, 2010**, and will therefore be liable for any business-related taxes on and after that date.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation  
this 24th day of November, 2009.

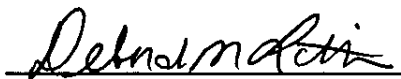


Basher M. Atiquzzaman, M.D.

STATE OF FLORIDA

COUNTY OF OSCEOLA

The foregoing instrument was acknowledged before me this 24th day of  
November, 2009, by Basher M. Atiquzzaman, M.D., who is personally known to me or  
who has produced a Florida Drivers License as identification and who did/did not take  
an oath.



Notary Public

My Commission Expires:



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