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FLORIDA PROFIT/NON PROFIT CORPORATION
Medical Distributors Across America Association, Inc

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**ARTICLES OF INCORPORATION
OF**

MEDICAL DISTRIBUTORS ACROSS AMERICA ASSOCIATION, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of this corporation is:

MEDICAL DISTRIBUTORS ACROSS AMERICA ASSOCIATION, INC.

ARTICLE II

PURPOSES

This corporation is organized exclusively for improving business conditions in one or more lines of business within the meaning of section 501(c)(6) of the Internal Revenue Code of 1986 and its regulations as they now exist or they may hereafter be amended, in particular to promote the common business interests of persons (individuals and business entities) engaged in the medical distribution industry, specifically in the orthopedic marketplace. The corporation shall not engage in any regular business of a kind ordinarily carried on for profit.

No part of the net earnings of the corporation shall inure to the benefit of any director, officer or member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), and no director, officer or member 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. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Except as above provided, the corporation shall not afford pecuniary gains, incidentally or otherwise, to its directors, officers, members or other private persons.

ARTICLE III

DIRECTORS

The Board of Directors of the Corporation shall consist of not less than three (3) persons nor more than twenty-five (25) persons, the exact number to be determined in accordance with the

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provisions of the bylaws. The method of election of directors shall be set forth in the bylaws.

ARTICLE IV

MEMBERS

The corporation shall have one or more classes of members, who shall have such rights and powers as set forth in the bylaws.

ARTICLE V

TERM OF EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall exist perpetually.

ARTICLE VI

INCORPORATOR

The name and address of the subscriber is:

NAME

ADDRESS

W. Graham White

329 North Park Avenue, 2nd Floor
Winter Park, Florida 32789

ARTICLE VII

OFFICERS

The affairs of the corporation shall be managed by a President, a Secretary, a Treasurer, and such other officers as may be provided for by the Board of Directors from time to time in the bylaws. An officer or director may hold one or more offices. The officers shall be elected by the Board of Directors annually in accordance with the provisions of the bylaws.

ARTICLE VIII

BYLAWS

The bylaws of the corporation shall be made, altered, or rescinded by affirmative vote of a majority of the directors of the corporation.

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ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of a majority of the directors of the corporation.

ARTICLE X

MISCELLANEOUS

Section 1. Neither the directors, officers nor members of the corporation shall be personally liable for any obligations of the corporation of any nature whatsoever; nor shall any of the property of any director, officer or member of the corporation be subject to the payment of the obligations of the corporation to any extent whatsoever.

Section 2. The corporation shall have no capital stock.

Section 3. This corporation shall have all powers to carry out its purposes and activities incidental to its purposes in furtherance, and not in limitation of, the powers conferred by law and by the "Florida Not For Profit Corporation Act", Chapter 617, Florida Statutes, or as the same may be amended.

Section 4. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XI

DISSOLUTION

Upon the dissolution of this corporation the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, pursuant to the procedure of provisions of Florida Statutes §617.1406, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of the assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE XII - Initial Principal Office;
Initial Registered Office and Agent**

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The mailing address of the corporation, and the street address of the initial principal office of the corporation is 3715 W. Horatio Street, Tampa, Florida 33609. The initial registered office of the corporation is 390 North Orange Avenue, Suite 1500 Orlando, Florida 32801. The initial registered agent of the corporation at the registered office is WHWW, Inc., a Florida corporation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 4th day of April, 2011.


W. GRAHAM WHITE, Incorporator

CONSENT OF REGISTERED AGENT

WHWW, Inc., the undersigned, hereby accepts appointment and hereby consents to serve as registered agent of Medical Distributors Across America, Inc., a Florida corporation not for profit, and agrees to maintain the registered office and accept process according to law. The undersigned is familiar with and accepts the obligations of the position of registered agent.

DATED this 4th day of April, 2011.

WHWW, Inc., a Florida corporation

By: 
W. Graham White, Vice-President

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