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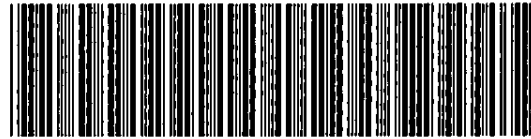
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2012 JAN -3 AM 11:57
ST. CLAIR COUNTY
TALLAHASSEE, FLORIDA

J. Shivers JAN 04 2012

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: 4th Tier Healthcare Services Unit System, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dora O. Chizea, M.D.
Name (Printed or typed)

2101 Tamiami Trail Suite 4
Address

Port Charlotte, FL. 33948
City, State & Zip

1 (760) 221-7181
Daytime Telephone number

fourthtier@yahoo.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

4th Tier Healthcare Services Unit System, Inc

ARTICLES OF INCORPORATION OF 4th Tier Healthcare Services Unit System, Inc A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

Article 1 – Name

The name of the Corporation is 4th Tier Healthcare Services Unit System, Inc. (hereinafter Corporation).

Article 2 – Registered Office

The principal office of the corporation is located at 2101 Tamiami Trail Suite 4, Port Charlotte, Florida 33948.

Article 3 - Mailing Address

The mailing address of the corporation is 2101 Tamiami Trail Suite 4, Port Charlotte, Florida 33948

Article 4 – Registered Agent

The name of the initial registered agent of the corporation is Patricia Jackreece. The street address of this registered agent is 2101 Tamiami Trail Suite 4, Port Charlotte, Florida 33948.

Article 5 – Purpose

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The Corporation as defined in Chapter 617, Florida Not for Profit Corporation Law, in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to, the benefit of its trustees, members, directors or officers or any private person except to the extent permissible under the Not for Profit Corporation Law and provisions of the Internal Revenue Code.

Article 6 – Term

The term of 4th Tier Healthcare Services Unit System, Inc. shall be perpetual.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4th Tier Healthcare Services Unit System, Inc

Article 7 – Non-stock basis

The Corporation is organized (and shall be operated) upon a nonstock basis within the meaning of Florida Not for Profit Corporation Act, and it shall not have the power to issue shares of any type of class of stock.

Article 8 – Limitations

No substantial part of the activities of the Corporation shall consist of carrying propaganda, or otherwise attempt to influence legislation; nor shall it in any manner or to any extent participate in any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

The Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation which is exempt from federal income taxation as an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1986 or (2) as a corporation contributions to which are deductible under Section 170(c) of the Internal revenue Code of 1986.

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, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein

Article 9 – Trustees

The affairs and property of 4th Tier Healthcare Services Unit System, Inc. shall be administered by a Board of Trustees (statutorily referred to as Directors) consisting of the number of Trustees fixed by the BY=Laws, but not less than three (3) Trustees. The Board of Trustees is the governing board and legal body responsible for the Corporation which it holds in trust. The Board of Trustees is the legal custodian of the property of the Corporation and exercises control over the affairs of the Corporation. Their statutory authority is found in Florida Statutes, Sections 617.0801-617.0833 (1992) and the statutory title is referred to as "Board of Directors."

The Trustees of 4th Tier Healthcare Services Unit System, Inc. shall be elected in a manner specified in the By-Laws. Trustees may be removed and vacancies on the Board of Trustees shall be filled in the manner provided in the By-Laws.

The names and addresses of the Trustees who shall hold office until their successors are elected and have been qualified until removed are as follows:

1. Veronica Ify Dike, Ph.D.

Choice Pharmacy, Inc.
5908 North Armenia Avenue Suite 100
Tampa, FL. 33603

4th Tier Healthcare Services Unit System, Inc

- | | |
|--------------------------------|---|
| 2. Mrs. Joyce LoveJoy Minnig | 324 Trieste Drive
Punta Gorda, FL. 33950 |
| 3. Chief Francis Onuora Nwajei | Grand Hotel Asaba
CEO/General Manager
Asaba, Delta State Nigeria, West Africa |
| 4. Louis Obi Okonkwo, Ph.D. | State College of Florida
Department of Business & Technology
8000 South Tamiami Trail
Venice, FL 34293 |
| 5. Ezenwa F. Chizea, Ph.D. | 2 Issac John St. GRA Ikeja
Lagos Nigeria, West Africa |
| 6. Chukwunomnso Dennar, M.D. | Clinical Assistant Professor of Internal
Medicine & Pediatrics
Tulane University School of Medicine
1430 Tulane Avenue, SL-16
New Orleans, LA 70112 |

Article 10 – Executive Management

The business and administrative affairs of 4th Tier Healthcare Services Unit System, Inc. shall be managed by the executive officers designated in the By-Laws. The officers shall be elected by the Board of Trustees and they shall report to the Board of Trustees. The names of the officers who shall serve until their successors are elected by the Board of Trustees are as follows:

<u>Office</u>	<u>Names</u>
President	Dora O. Chizea, M.D.
Secretary	Monique Davis
Treasurer	Kathy Katzenberger

Article 11 – Membership

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the Corporation, if any.

Article 12 – Voting Rights

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

4th Tier Healthcare Services Unit System, Inc

Article 13 – By-Laws

The By-Laws of 4th Tier Healthcare Services Unit System, Inc. shall be established by the Trustees of 4th Tier Healthcare Services Unit System, Inc. and upon ratification by a majority of a quorum of the Trustees present at any meeting of the Trustees, the By-Laws shall be approved. By-Law amendments shall be approved by the Board of Trustees.

Article 14 – Private Foundation Provisions

In the event this Corporation is considered to be a Private Foundation by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 15 – Florida’s Sunshine Law, Public Records Law & Code of Ethics

Florida’s Sunshine Law, Public Records Law and Code of Ethics found in Chapter 286.119 and 112 of the Florida Statutes, respectively, shall be adhered to by the Corporation, its directors, officers, and employees.

Article 16 – Liabilities for Debts

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

Article 17 – Indemnification

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the

4th Tier Healthcare Services Unit System, Inc

Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employees or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify of advance expenses to any such person by contract or in any other matter. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include their heirs, estates, executors, administrators and personal representatives of such persons.

Article 18 – Dissolution

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction 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 exclusively for such purposes.

Article 19 – Conflict of Interest

A conflict of interest exists when the personal and professional interests of a board member or committee member of the Corporation affect his or her ability to be objective. As board members or officers are likely to be affiliated with many organizations in their communities, both on a professional and personal basis, it is not unusual for actual or potential conflict of interests to arise. This policy defines how the Corporation interprets conflict of interest and what steps are expected to be taken to deal with such conflicts when they occur.

4th Tier Healthcare Services Unit System, Inc

It is expected that no board member, officer or committee member shall use his or her position, or knowledge gained there from such a manner that a conflict arises between the interest of the Corporation and any of its affiliates and his or her personal or professional interests. Each board member or advisory committee member has the duty to place the interests of the Corporation foremost in any dealings on behalf of the organization, and has a continuing responsibility to comply with this policy.

In order to comply with this policy, it is expected that:

- If a board or committee member has any interest in a proposed transaction with the Corporation in the form of a significant personal or organizational financial interest in the transaction or holds a position as trustee, director, officer, or employee in such organization, he or she must fully disclose of such interest before any discussion or negotiation of such transaction.
- Any board or committee member who has a potential conflict of interest with respect to any matter coming before the board or committee shall not participate in any discussion of or vote in connection with the matter unless invited to respond to questions or provide factual information by the board or committee chair. Board members should disclose, in writing, any affiliation with another organization and refrain from voting.
- Any board or committee member who gains privileged information by virtue of his or her role as a board or committee member shall not use that privileged information for personal or professional gain.
- This policy shall be distributed annually to board or committee members. A signature in the designated space at the bottom of this conflict of interest policy will indicate the board or committee member's agreement to abide by this policy to the best of his or her ability.

Article 20 – Amendment of Articles of Incorporation

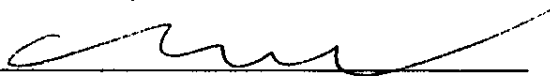
Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- A resolution for the adoption of a proposed amendment may be proposed by the Board of Trustees of 4th Tier Healthcare Services Unit System, Inc. Approval of a proposed amendment shall require the affirmative vote of a majority of the Trustees of the Corporation.

A copy of each amendment to these Articles shall be filed with the Secretary of State of Florida.

Incorporator Acceptance of Appointment

I hereby accept my appointment as incorporator for 4th Tier Healthcare Unity System, Inc. a not for profit corporation.


Signature

Dora O. Chizea
Print

4th Tier Healthcare Services Unit System, Inc

12/28/2011
Date

Registered Agent Acceptance of Appointment

I hereby accept my appointment as incorporator for the 4th Tier Healthcare Services Unit System, Inc. a not for profit corporation.

Patricia Jackreese
Signature

Patricia Jackreese
Print

12/28/2011
Date

Effective Date

The effective date of these Articles of Incorporation shall be 28th day of December, 2011.

[Signature]
Signature

Dora O. Chizea
Print

2101 Tamiami Trail
Suite 4
Port Charlotte, FL 33948

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA