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FLORIDA PROFIT/NON PROFIT CORPORATION  
ActionMedLife US Inc.

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July 16, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: ACTIONMEDLIFE US INC.  
REF: W12000037478

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H12000179875  
Letter Number: 412A00018833

ARTICLES OF INCORPORATION  
OF

ACTIONMEDLIFE US INC.

The undersigned, acting as incorporators of a or under the Not for Profit Corporation Act of the State of Florida adopt the following articles of incorporation for such corporation:

**Article 1**

**Name, Registered Office, Registered Agent and Duration**

1.1 The name of the not-for-profit corporation, hereinafter referred to as the "Corporation" is ActionMedLife US Inc., located at 1050 93 Street, Bay Harbor Islands, 33154, Florida, United States and the name and address of the initial registered agent of the Corporation:

Corporate Creations Network Inc.  
11380 Prosperity Farms Road, #221E  
Palm Beach Gardens, FL 33410

1.2 The period of duration of the Corporation is perpetual.

**Article 2**

**Purpose**

2.1 To the extent permitted by Code Section 501(c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition, or for the prevention of cruelty to children or animals. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

**Article 3**

**Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any

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activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2). If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

#### **Article 4**

##### **Membership**

4.1 Membership in this organization shall be open to all persons who, regardless of nationality, religion, race or gender, present good reputation and are keen to engage their best efforts to advance the purposes of the Corporation, and comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights excepted as provided in the Bylaws.

#### **Article 5**

##### **Board of Directors**

5.1 The management of the affairs of the Corporation shall be vested in a Board of Directors, as defined in the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation. The initial Board of Directors shall consist of at least three (3) directors and the names of the initial directors are:

Clovis Gonçalves dos Santos  
Ademilson Teixeira Coutinho  
Tarsis Gonçalves  
Mônica Souza

The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law.

5.2 Clovis dos Santos is hereby authorized to open, control and manage the bank account on behalf of the Corporation until the officers of the company have been elected.

## **Article 6**

### **Personal Liability**

6.1 No Director of the Corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the Directors be subject to the payment of the debts or obligations of this corporation. The Corporation shall indemnify the Directors for any claim, suit, loss, against the Directors when performing its duty, including the legal expenses incurred by the Directors when defending from such claim, loss or suit.

## **Article 7**

### **Dissolution**

7.1 Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

## **Article 8**

### **Incorporators**

8.1 The incorporator of this Corporation is:

Corporate Creations International Inc.  
11380 Prosperity Farms Road, #221E  
Palm Beach Gardens, FL 33410

## **Article 9**

### **Corporate Existence**

9.1 The corporate existence of the Corporation shall begin effective as of July 10, 2012.

IN WITNESS WHEREOF, the authorized representative of the incorporator executed these Articles of Incorporation on July 10, 2012.



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CORPORATE CREATIONS INTERNATIONAL INC.  
Jessica Morales, Assistant Secretary

**Article 10**

**Registered Agent Acceptance**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
CORPORATE CREATIONS NETWORK INC.  
Jessica Morales, Assistant Secretary

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