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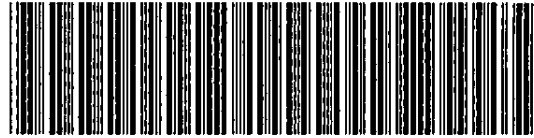
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MD 2/27

## COVER LETTER

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

**SUBJECT:** WILTON MANORS CENTER FOR INFECTIOUS DISEASE AND MEN'S HEALTH, 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: Michael S. Foelster, Esq.  
Name (Printed or typed)

6111 Broken Sound Parkway NW, Suite 200  
Address

Boca Raton, Florida 33487  
City, State & Zip

561-237-6817  
Daytime Telephone number

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

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

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**FILED**  
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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**  
**NAME**

The name of the corporation (referred to herein as the "Corporation") shall be:

**WILTON MANORS CENTER FOR INFECTIOUS DISEASE AND MEN'S HEALTH, INC.**

**ARTICLE II**  
**PRINCIPAL OFFICE**

The Corporation's principal office shall be:

1881 Northeast 26<sup>th</sup> Street, Suite 201  
Wilton Manors, Florida 33305

**ARTICLE III**  
**PURPOSE**

The Corporation is formed exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

**ARTICLE IV**  
**MANNER OF APPOINTMENT OF DIRECTORS**

The manner in which the Corporation's directors shall be elected and appointed is as follows: Each member of the Board of Directors (the "Board") shall serve on the Board until such time as: (1) the individual resigns from the Board, (2) the individual dies or becomes legally incapacitated, (3) the Board votes to remove the individual. When a position on the Board becomes available for any reason, a majority of the remaining Board Members shall appoint a replacement Director. Additional positions may be added to the Board, upon the majority vote of the Board.

**ARTICLE V**  
**INITIAL DIRECTORS**

**COMMUNITY BOARD MEMBERS**

The following individuals are Directors and shall be considered the "Community Board Members":

Name and Title:     Nathan Klarfeld, Director  
Address:               2841 North Ocean Boulevard, #701

Fort Lauderdale, Florida 33308

Name and Title: Dr. Gary Blick, MD, Director  
Address: 312 Erskine Road  
Stamford, Connecticut 06903

Name and Title: Pritesh Kerai, Director  
Address: 3064 South Oakland Forest Drive, Apartment 1005  
Oakland Park, Florida 33309

Name and Title: Louise Fitzgerald, PsyD., Director  
Address: 1100 Northeast 2<sup>nd</sup> Street  
Fort Lauderdale, Florida 33301

The Community Board Members must be prominent individuals in either: (i) the local geographic area serviced by the Corporation, or (ii) the promotion of a charitable purpose of the Corporation.

#### **MEDICAL BOARD MEMBERS**

The following individuals are Directors and shall be considered the "Medical Board Members":

Name and Title: Aaron Persinger, Executive Director  
Address: 1043 Northeast 13<sup>th</sup> Avenue  
Ft Lauderdale, Florida 33304

Name and Title: Dr. Dominic Riganotti, DO, Medical Director  
Address: 10200 Mandarin Street  
Parkland, Florida 33076

The Medical Board Members must be the Executive Director of the Corporation, the Medical Director and such medical professionals appointed by the Board and who perform a charitable service provided by the Corporation.

#### **ARTICLE VI** **MEETINGS OF THE BOARD**

The Board may hold meetings by telephone conference or video conference. The presence of a majority of the Board Members shall constitute a quorum of the Board for any meeting. The Board shall approve actions with the consent of at least a majority of a quorum of the Board Members present at any meeting of the Board. Notwithstanding the foregoing, and in addition to the restriction contained in the Conflict of Interest Policy (as defined below, for any decision that involves the financial interests of any Medical Board Member, the Medical Board Members may not participate in the vote, and may not be considered part of the quorum for such vote (i.e., if there are 3 Medical Board Members

and 7 Community Board Members, for any such vote, at least 4 Community Board Members must be present for a vote to occur and a majority of the 4 Community Board Members present must vote in favor of the action).

As used in this Article, "presence" shall mean, "present at the meeting either in person, via telephone, via video conference or such other real-time technological method approved by the Board".

### **ARTICLE VII** **MISCELLANEOUS**

A. The Corporation shall not lease office space or any equipment to any medical professional if the medical professional is employed by the Corporation or has a direct financial interest in the Corporation. Any other lease of office space or equipment by the Corporation must be the result of an arm's length transaction and priced at fair market value.

B. The Community Board Members shall be responsible for determining the compensation for the Corporation's medical professionals and Medical Board Members. In determining compensation, the Community Board Members shall determine the fair market value for the services provided by the employee and shall set compensation at fair market rates. The Executive Director shall be responsible for managing the day-to-day operations of the Corporation, including without limitation, hiring support staff (including office support personnel and medical support personnel) and for determining the compensation of such individuals, which must be reasonable based on market rates and must comply with the Conflict of Interest Policy (as defined below):

C. The Corporation shall be bound by that certain Conflict of Interest Policy of WILTON MANORS CENTER FOR INFECTIOUS DISEASE AND MEN'S HEALTH, INC. (as same may be amended or restated from time to time, the "Conflict of Interest Policy").

### **ARTICLE VIII** **DISSOLUTION**

Upon the 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 any 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 IX** **REGISTERED AGENT**

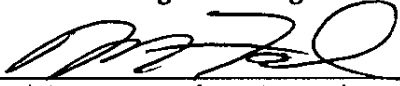
Michael S. Foelster, Esq.  
Sachs Sax Caplan, P.L.  
6111 Broken Sound Parkway NW, Suite 200  
Boca Raton, Florida 33487

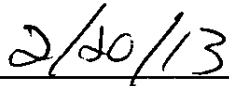
**ARTICLE X**  
**INCORPORATOR**

Michael S. Foelster, Esq.  
6111 Broken Sound Parkway NW, Suite 200  
Boca Raton, Florida 33487

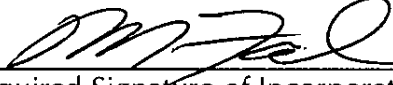
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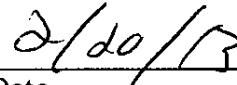
***Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.***

  
\_\_\_\_\_  
Required Signature of Registered Agent

  
\_\_\_\_\_  
Date

***I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.***

  
\_\_\_\_\_  
Required Signature of Incorporator

  
\_\_\_\_\_  
Date