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Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Call To Serve, Inc.

Certificate of Status	0
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Page 3 of 11 10/18/2013 11:42  
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October 11, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SAMANTHA FITZGERALD

SUBJECT: CALL TO SERVE, INC.  
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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.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Audit # H13000225813 3

**ARTICLES OF INCORPORATION  
OF  
MEDICAL MISSION CALLED TO SERVE, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation shall be:

Medical Mission Called To Serve, Inc. ("Corporation").

**ARTICLE II  
PURPOSES**

The Corporation is organized to receive assistance, money, real or personal property and any other form of contributions, gifts, bequests or devises from any person, firm or corporation, and to apply the whole or any part of the income therefrom and the principal thereof for charitable, scientific and educational purposes, and to make distributions and contributions to one or more organizations that that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The activities of the Corporation shall be consistent with Section 501(c)(3). Notwithstanding any other provisions of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE III  
MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE IV  
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

Audit # H13000225813 3

**ARTICLE V  
INCORPORATOR**

The name and address of the subscriber is:

Juana E. Hernandez, M.D.  
FAAFP  
170 Maryland Avenue  
Staten Island, NY 10305

**ARTICLE VI  
DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors. The conditions of election to the Board of Directors and the number of directors (which number shall not be less than 3 nor more than 18) shall be as provided in the bylaws. The initial Directors, who are to serve until the first election thereof, are:

Juana E. Hernandez, M.D.  
FAAFP  
170 Maryland Avenue  
Staten Island, NY 10305

Balichand Permashwar, M.D.  
FAAFP  
170 Maryland Avenue  
Staten Island, NY 10305

Sherron Permashwar, CPA  
133 Bellezza Terrace  
Royal Palm Beach, FL 33411

Virgemina Shuaib  
83 Chestnut Avenue  
Staten Island, NY 10305

Anastasia Giglio, R.N., FNP  
116 70<sup>th</sup> Street  
Brooklyn, NY 11228

Digna Menendez, R.N.  
25 Cypress Court  
Brooklyn, NY 11208

Audit # H13000225813 3

Audit # H13000225813 3

## **ARTICLE VII REGISTERED AGENT**

The initial registered office of the Corporation is 950 S. Pine Island Road, Suite A-150, Plantation, FL 33324, and the initial registered agent of the Corporation at that address is Samantha J. Fitzgerald.

## **ARTICLE VIII DIRECTORS' AND OFFICERS' COMPENSATION AND INDEMNIFICATION**

- A. Compensation. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.
- B. Indemnification. Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably (including any appeal thereof) incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of or liable for willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.
- C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be

Audit # H13000225813 3

construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereof.

#### **ARTICLE IX CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to Directors of the Corporation, or to any other private person; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation; and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

Shall 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;

Shall not engage in any act of self-dealing as defined in Section 4941(d);

Shall not retain any excess business holdings as defined in Section 4943(c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945(d).

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall 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).

#### **ARTICLE X DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any such 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.

Audit # H13000225813 3

Audit # H 130002258133

**ARTICLE XI  
BYLAWS AMENDMENTS**

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the Directors in accordance with the provisions of the Bylaws.

**ARTICLE XII  
PRINCIPAL MAILING ADDRESS**

The principal mailing address of the Corporation is 113 Bellezza Terrace, Royal Palm Beach, FL 33411.

IN WITNESS WHEREOF, I, the undersigned, being the subscriber of the Corporation, have set my hand and seal this 10 day of October, 2013.

  
\_\_\_\_\_  
JUANA E. HERNANDEZ, M.D.

Audit # H 130002258133

Audit # H13000225813 3

**CERTIFICATE DESIGNATING RESIDENT AGENT  
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

Medical Mission Called To Serve, Inc., desiring to organize under the laws of the State of Florida, hereby designates Samantha J. Fitzgerald, its registered agent and 950 S. Pine Island Road, Suite A-150, Plantation, FL 33324, as its registered office.

**ACCEPTANCE**

Having been named as registered agent for the above named Corporation, we hereby agree to act in such capacity for such Corporation at its registered office.

  
SAMANTHA J. FITZGERALD