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FLORIDA PROFIT/NON PROFIT CORPORATION
Manatee County Medical Society Foundation, Inc.

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION**OF****MANATEE COUNTY MEDICAL SOCIETY FOUNDATION, INC.****A Not-for-Profit Corporation**

The undersigned, for the purpose of creating a foundation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of this foundation shall be **MANATEE COUNTY MEDICAL SOCIETY FOUNDATION, INC.** (the "Foundation"). The physical address of the Foundation's principal office shall be at 4808 26th Street West Bradenton, FL 34207. The mailing address of the Foundation shall be at 4808 26th Street West Bradenton, FL 34207.

ARTICLE II
OBJECTIVES AND PURPOSES

The general objectives and purposes of this Foundation shall be:

Notwithstanding the following, the purposes for which this Foundation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

A. The purpose of which the Foundation is organized is to operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and, within such limits, to: (1) serve as the sole member of; (2) support, promote, maintain and make contributions to; (3) operate for the benefit of; (4) carry out the functions and purposes of; (5) otherwise coordinate, supervise and contribute to the activities of the Foundation, which has been determined by the Internal Revenue Services to be exempt from taxation and not a private foundation pursuant to Sections 501(c)(3) and 509(a) of the code; and (6) otherwise coordinate, supervise and, to the extent permitted under applicable law, contribute to the activities of any existing or future affiliates that perform one or more of the functions of, or that further the general purposes of the Foundation and, consistent with the foregoing, to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

B. To establish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations, within the

restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Foundation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Foundation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

ARTICLE III

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Foundation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Foundation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Foundation.

ARTICLE IV

BOARD OF DIRECTORS OF THE FOUNDATION

The affairs of the Foundation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Foundation. The Foundation shall have at least two (2) directors, but no more than nine (9) directors. Members of the Board of Directors shall be elected as set forth in the Bylaws.

ARTICLE V

NAMES OF INITIAL BOARD OF DIRECTORS

Directors:**Address:**

Fabian Ramos, MD

100 Third Avenue West, Suite 110
Bradenton, FL 34205

Aaron Sudbury, MD

5323 4th Avenue Circle East
Bradenton, FL 34208

Sean Castellucci, MD

200 Third Avenue West, Suite 210
Bradenton, FL 34205

Inda Mowett, MD

3825 SR 64 East, Suite 300
Bradenton, FL 34208

Cornelius Turalba, MD

5912 Shore Acres Drive NW
Bradenton, FL 34209

ARTICLE VI **RESTRICTIONS**

Notwithstanding any other Article of these Articles of Incorporation, the Foundation:

A. Is a not-for-profit corporation. No part of the net earnings of this Foundation shall inure to the benefit of, or be distributable to its members, Directors, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE VII **DISSOLUTION**

In the event the Foundation is dissolved by either voluntary or involuntary means, all residual assets of the Foundation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (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 public purpose. The determination required hereby shall be made by the Foundation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Foundation is then

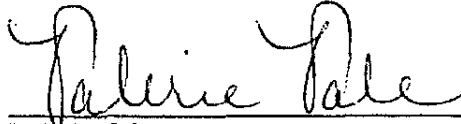
located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
INITIAL REGISTERED OFFICE AGENT

The street address of the initial registered agent of the Foundation is 802 11th Street West, Bradenton, FL 34205, and the name of the initial registered agent of the Foundation is Blalock Walters, P.A.

ARTICLE IX
INCORPORATOR

The name and street address of incorporator of the Foundation are as follows: Valerie Vale; 4808 26th Street West Bradenton, FL 34207.



Valerie Vale
Incorporator

Having been named as registered agent and to accept service of process for the above stated Foundation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.



Jenifer Schembri
Blalock Walters, P.A.

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TALLAHASSEE, FLORIDA

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