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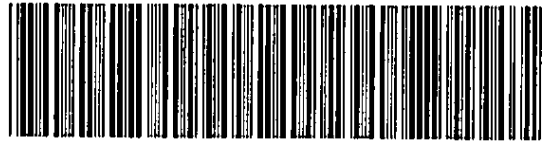
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Universal Medical Institute, Inc

DOCUMENT NUMBER: N20000003209

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Dima Samra

(Name of Contact Person)

Universal Medical Institute

(Firm/ Company)

99 NW 183rd ST, STE 133A

(Address)

Miami, FL 33169

(City/ State and Zip Code)

admin@miamifreeclinic.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Dima Samra

954

2255079

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

Universal Medical Institute, Inc

(Name of Corporation as currently filed with the Florida Dept. of State)

N20000003209

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

New Registered Office Address:

N/A

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

| | | |
|--|-----------|--------------------|
| <input checked="" type="checkbox"/> Change | <u>PT</u> | <u>John Doe</u> |
| <input checked="" type="checkbox"/> Remove | <u>V</u> | <u>Mike Jones</u> |
| <input checked="" type="checkbox"/> Add | <u>SV</u> | <u>Sally Smith</u> |

| <u>Type of Action</u> (Check One) | <u>Title</u> | <u>Name</u> | <u>Address</u> |
|---|--------------|-------------|-------------------------|
| 1) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | <u>N/A</u> | _____ _____ _____ |
| 2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | <u>N/A</u> | _____ _____ _____ |
| 3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | <u>N/A</u> | _____ _____ _____ |
| 4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | <u>N/A</u> | _____ _____ _____ |
| 5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | <u>N/A</u> | _____ _____ _____ |
| 6) <input type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove | _____ | <u>N/A</u> | _____ _____ _____ |

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

Attached are the adopted By Laws for Universal Medical Institute, Inc.

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 7/7/21

Signature DocuSigned by:
Zafar Qureshi

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Zafar Qureshi, MD

(Typed or printed name of person signing)

Director

(Title of person signing)

Bylaws of the Universal Medical Heritage Institute, Inc.

DBA UMC Free Clinic

A Free Medical Clinic

ARTICLE I – PURPOSES

1.1 The purposes of the Corporation are exclusively charitable as set forth charitable in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act to impair its eligibility for exemption under Section 501 © (3) of the Internal Revenue Code of 1986 as amended.

ARTICLE II – OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such locations in Florida as the Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select, and the business of the Corporation shall require.

ARTICLE III – MEMBERS

3.1 The Corporation shall have no members and is governed by its Executive Board.

3.2 Honorary Titles. The Directors may create such additional Classes of “Membership,” such as contributing or honorary members or **Advisory Board,** as they see fit, such persons shall not have the right of Members under Florida’s Not for Profit Corporation Law.

ARTICLE IV - Executive Board

4.1 Powers. The Executive Board shall manage the business and the affairs of the Corporation, except as otherwise required by the Act, these Bylaws, or a resolution duly adopted by the Board.

4.2 The Founding Members, Dr. Zafar Qureshi, Syed F. Zafar, Sadrul H. Fasihi are the Executive Directors for the Corporation for life.

4.3 Medical Director. Dr. Zafar Qureshi shall be Medical Director for life as long as his Florida Medical License is maintained.

4.3 Chairman of the Board. One Founding Member shall be selected as a Chairman of the Advisory Board, and will serve as a member of the Advisory Board.

A. The position of Chairman shall rotate yearly among the Founding Members

5.1 Creation and Composition of the Advisory Board. The Corporation may, in its discretion, establish an Advisory Board that may include persons who are not Founders or Executive Board Members.

- A. The Advisory Board shall include two (2) paid positions of Clinical Coordinator, and Operations Coordinator.

5.2 Number, Election, and Term of Advisory Board Directors.

- A. The Board of Advisory Directors shall consist of not fewer than four (4) nor more than fourteen (14) persons determined by the Executive Board.
- B. The Directors shall serve for terms of two (2) years and until their successors are elected and qualified. As nearly as possible, an equal number shall expire each year.

5.3 Invitation. A new member may be invited to join the Advisory Board by the unanimous decision of Executive Board, no other qualification required.

A new Board Member may be recommended by the existing Advisory Board to join the Board. The approval requirement for such an invitation is by a simple majority of the Advisory Board and the majority of Executive Board in a duly convened meeting of Directors.

5.4 Initial Advisory Board Members. The initial Advisory Board of Directors shall consist of an even number of members. The Chairman of the Board will allow the board to become an odd number.

5.5 Dissolve. The Founding Members unanimously may dissolve the entire Advisory Board with or without the assignment of any cause at a duly convened the Founding Members board meeting with the majority (surviving members) decision.

5.6 Removal.

- A. Any Advisory Board Member may be removed from office, with or without the assignment of any cause by a vote of the unanimous decision of the Executive Board Members' at a duly convened meeting of the Advisory Board, as the cause may be, provided that the written notice of the intention to consider the removal of a such a Member has been included in the notice of the Board meeting. No Member shall be removed without having the opportunity to be heard, but no formal hearing procedure needs to be followed.
- B. Any Advisory board member may be removed from office, with or without the assignment of any cause by a vote of a simple majority of the Advisory Board and by the Executive Board Members' approval at a duly convened meeting of the Advisory Board and two Executive Board Members, as the cause may be, provided that the written notice of the intention to consider the removal of a such a Member has been included in the notice of the Advisory Board meeting. No Member shall be removed without having the opportunity to be heard, but no formal hearing procedure needs to be followed.

5.7 Quorum. A majority of all Advisory and a majority of Executive Board Members shall constitute a quorum for transaction business at any meeting, and the act of a majority of the

Members and at least one Executive Board Member at a duly convened meeting at which a quorum is present shall be the acts of the Board unless Act or these Bylaws require a greater.

5.8 Vote. Every Director shall be entitled to one (1) vote.

5.9 Quarterly Meetings. The quarterly meetings shall take place every third month, starting from January of each year.

5.10 Annual Meeting. The annual meeting of the Advisory Board shall be held promptly after the annual banquet of the Clinic every last weekend in February (whichever is earlier).

The principal function of the "annual" meeting is to elect officers for the ensuing year, and it is appropriate to include newly elected Directors (if any) in that process. The date of the annual meeting is several months after the close of the fiscal year so that a final financial report for the prior year is made available by the previous Officer's team to the incoming Officers' team.

5.11 Special Meetings. A special meeting of the Advisory Board and Executive Board Members may be called by the President or by one-third of the Board at any time. At least five (5) days' notice stating time, place purpose of any special meeting shall be given to the Members of the Board.

ARTICLE- VI – Advisory Board Officers

6.1 Positions, Selection Process, Term. The officers of the Advisory Board shall include a President, one (1) Vice-President, one (1) Secretary, who shall be elected by the Directors from among the Directors at the annual meeting of the Board in the month of February of each year and shall serve one year.

6.2 The officers of the Advisory Board positions cannot be contested up till five (5) years by the immediate past officers.

6.3 Duties. The duties of the officers shall include the following:

- A. The President shall preside over all meetings of the Advisory Board and any additional Committees: shall generally supervise the business of the Corporation and shall execute documents on behalf of the Corporation. The President shall be an ex-officio Member of every Corporate committee.
- B. A Vice President shall have powers and perform such duties as the Board of Directors may prescribe or as the President may delegate.
- C. The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board: and shall perform such other duties as may be prescribed by the Board or by the President.

6.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract. The removal of the officers or agents shall require a simple majority.

ARTICLE VII – COMMITTEES

7.1 Establishment. The Advisory Board may establish one or more committees to consist of one or more Advisory Board Members of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the power and authority of the Board, except that no committee shall have any power or authority as to the following:

- A. the filling of the vacancies on the Board.
- B. the adoption, amendment, or repeal of Bylaws
- C. the amendment or repeal of any resolution of the Board; or
- D. action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.
- E. a committee member whose three (3) years term on the Board has expired shall be relieved from the committee, replaced with a Board member.

If any person who is not an Advisory Board Member is appointed to any committee of the Board, such non-Member shall have no right to vote on any question that would create a binding obligation of the Corporation. The non-Director appointment shall expire when the objective of the committee is achieved.

7.2 Appointment to Committees. Unless otherwise determined by the Board or set out in these Bylaws, the President shall appoint Members of the committee.

ARTICLE VIII – RESIGNATION AND VACANCIES

8.1 Resignations. Any Member, Director or Officer may resign such position at any time, such resignation to be made in writing and to take place from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

8.2 Filling Vacancies.

- A. If a vacancy exists among the positions available for the Advisory Board, by a desire to fill an unfilled position, or by reason of death, resignation, disqualification or otherwise, the Advisory Board in office may choose a person or persons who may serve as a Member for the remaining of the applicable term.
- B. If the position of any Officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification, or otherwise, the Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE IX – MEETINGS AND NOTICES

9.1 Places of Meetings. Meetings may be held at such place within or without Florida as the BOARD may, from time to time, determine.

9.2 Notice. Whenever written notice is required and is given to any person, it may be given to such person either personally or by sending a copy by first-class or express mail, or electronic mail, to that person's address appearing in the book of the Corporation, or in the case of

Advisory Board, supplied by that person to the Corporation for the purpose of notice. Such notice shall specify the place, day and hour of the meeting and any other information which may be required by the Act or these Bylaws, including, in the case of a meeting of Members, the general nature of the business to be transacted.

9.3 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including an agreement to unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE X – LIABILITY AND INDEMNIFICATION

10.1 General Rules. An Advisory Board Member shall not be personally liable for monetary damages as Member for any action, or any failure to take any action, unless:

- A. The Director has breached or failed to perform the duties of Member in accordance with the standard of conduct contained in the Articles and Bylaws of the Corporation or under any applicable rules or regulation pursuant to Chapter 617, Florida Statutes (FS) and any amendment and successor laws thereto, and
- B. The breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness. Provided; however, the foregoing provision shall not apply to
 - a. the responsibility or liability of a Member pursuant to any criminal statute or
 - b. the liability of a Member for the payment of taxes pursuant to local, state, or federal law.

10.2 Indemnification. The Corporation shall indemnify any officer and Advisory Board Member who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign Corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court jurisdiction or other court shall deem proper.

10.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the officer or Advisory Board Member has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- A. by the Advisory Board Members by a two-thirds majority vote of a quorum consisting of Members who were not parties to the action or proceeding;
- B. if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Members so directs, by independent legal counsel in a written opinion.

10.4 Continuing Right to Indemnification. The indemnification provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Advisory Board Member of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

10.5 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE XI - AMENDMENTS

11.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by the Advisory Board Members by a two-thirds majority vote of a quorum consisting of Members at any duly convened meeting of Members not less than ten (10) days' notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

11.2 Bylaws. The Bylaws may be amended by the Advisory Board Members at any duly convened meeting of Advisory Board Members or, to the extent not prohibited by law, by a vote of a two-thirds majority of all Advisory Board Members in office at a duly convened meeting of Advisory Board Members, after notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE XII- MISCELLANEOUS

12.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

12.2 Conflicts of Interest. The Board shall adopt a policy on dealing with conflicts of interest.

12.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

12.4 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine. Adoption:

The Executive Board adopted the Bylaws of the **Universal Medical Institute, Inc.** by resolution on this _____ day of _____, 2021.