

Hoffmeier Accounting & Tax Service, Inc.

5101 N.W. 21st Avenue, Suite 200, Fort Lauderdale, Florida 33309

Phone (305) 735-8770 • Fax (305) 733-9220

JAN 9, 1994

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FILED
55 JAN 11 PM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

GENTLEMEN:

Enclosed please find Articles of Incorporation for R.S.D. Association
of S.E. Florida, Inc., along with our check in the amount of \$123. 50,
to cover the filing cost of this corporation.

If you have any questions regarding this matter, please contact us at
the above address or telephone number.

Thank You,

400001376434
-01/11/95--01088--006
***123.50 ***123.50

Sincerely

Marlys Cooper
MARLYS COOPER

B. REGISTER JAN 10 1995

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
R.S.D. ASSOCIATION OF S.E. FLORIDA INC.
(A CORPORATION NOT FOR PROFIT)

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A NOT FOR PROFIT CORPORATION ORGANIZED PURSUANT TO CHAPTER 617 OF THE STATUTES OF THE STATE OF FLORIDA, ADOPT THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I

NAME

THE NAME OF THE CORPORATION IS:
R.S.D. ASSOCIATION OF S.E. FLORIDA INC.

ARTICLE II

DURATION

THE TERM OF EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE III

PURPOSE

THE PURPOSE OF THE CORPORATION IS TO MAKE AWARE AND ASSIST ALL THAT ARE AFFLICTED WITH THIS DISEASE. TO HELP ALL IN MAKING THE PROPER DECISIONS IN DIAGNOSING AND TREATMENTS THAT ARE AVAILABLE TO THEM, THAT MOST ARE NOT AWARE OF. TO GIVE THEM INFORMATION, AND TO CONNECT THEM WITH THE PROPER PERSONS TO ASSIST THEM IN THERE NEEDS TO HAVE A HEALTHY AND PRODUCTIVE LIFE.

FURTHERMORE, THE CORPORATION MAY ALSO CARRY ON SUCH OTHER ACTIVITIES AS MAY BE DEEMED APPROPRIATE BY ITS BOARD OF DIRECTORS, PROVIDED THAT ALL SUCH ACTIVITIES SHALL BE OF A KIND PERMITTED TO BE ENGAGED IN BY A CORPORATION EXEMPT UNDER SECTION 501 (C) (3) OF THE INTERNAL CODE OF THE UNITED STATES, AS THE SAME MAY BE AMENDED FROM TIME TO TIME.

ARTICLE IV

REGISTERED OFFICE

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 10550 N.W. 21 STREET, SUNRISE, FLORIDA 33322. THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS KEITH A. ROACH.

ARTICLE V

DIRECTORS

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY ITS BOARD OF DIRECTORS. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF (3) MEMBERS. THE NUMBER OF DIRECTORS MAY BE CHANGED FROM TIME TO TIME AS PROVIDED FOR IN THE BY-LAWS, BUT AT NO TIME SHALL SAID BOARD OF DIRECTORS BE LESS THAN (3) NOR MORE THAN (15). THE INITIAL BOARD OF DIRECTORS SHALL SERVE UNTIL THE FIRST ANNUAL MEETING OF THE CORPORATION. AN ELECTION OF THE BOARD OF DIRECTORS SHALL TAKE PLACE AT THE FIRST ANNUAL MEETING AND AT EACH ANNUAL MEETING THEREAFTER WHICH IS HELD IN ACCORDANCE WITH THE BY-LAWS.

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE INITIAL BOARD OF DIRECTORS ARE:

KEITH A. ROACH 10550 N.W. 21 ST. SUNRISE, FLORIDA 33322

SUSAN J. ROACH 10550 N.W. 21 ST. SUNRISE, FLORIDA 33322

INGRID R. DICARA 250 N.E. 38TH ST. #8, OAKLAND PK. FL 33334

ARTICLE VI

OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE ONE PRESIDENT, ONE OR MORE VICE-PRESIDENTS, ONE SECRETARY, AND ONE TREASURER, AND SUCH OTHER OFFICERS AS PROVIDED FOR IN THE BY-LAWS. THE NAMES OF THE PERSONS WHO ARE TO SERVE AS OFFICERS OF THE CORPORATION UNTIL THE FIRST MEETING OF THE BOARD OF DIRECTORS ARE:

PRESIDENT

SUSAN J. ROACH, 10550 N.W. 21 STREET, SUNRISE, FLORIDA 33322

TREASURER

KEITH A. ROACH, 10550 N.W. 21 STREET, SUNRISE, FLORIDA 33322

SECRETARY

INGRID R. DICARA 250 N.E. 38TH ST. # 8, OAKLAND PK., FL 33334

ARTICLE VII

INCORPORATORS

THE NAMES AND ADDRESSES OF THE INCORPORATORS ARE:

SUSAN J. ROACH 10550 N.W. 21 ST., SUNRISE, FLA. 33322

KEITH A ROACH 10550 N.W. 21 ST., SUNRISE, FLA. 33322

ARTICLE VIII

MEMBERSHIP

THE MEMBERSHIP OF THIS CORPORATION SHALL CONSIST OF ALL PERSONS WHO INDICATE THEIR DESIRE TO GIVE OF THEIR TIME FOR THE BETTERMENT OF THE R.S.D. ASSOCIATION OF S.E. FLORIDA INC. AND HAVE PAID AN ANNUAL DUE OF TWENTY FIVE DOLLARS, AND SUCH OTHER PERSONS AS, FROM TIME TO TIME HEREAFTER MAY BE PROVIDED FOR IN THE BY-LAWS. THE FEE OF SEVENTY FIVE DOLLARS FOR ALLIED HEALTH PROFESSIONS, ONE HUNDRED FIFTY DOLLARS FOR A PHYSICIANS MEMBERSHIP, ONE HUNDRED FIFTY DOLLARS FOR PROFESSIONAL MEMBERSHIP, AND TWO HUNDRED FIFTY DOLLARS FOR A CORPORATE MEMBERSHIP.

ARTICLE IX

BY-LAWS

THE BOARD OF DIRECTORS OF THIS CORPORATION MAY ADOPT SUCH BY-LAWS FOR THE CONDUCTING OF ITS BUSINESS AND THE CARRYING OUT OF ITS STATED PURPOSE BY A TWO/THIRDS VOTE AND MAY AMEND, ALTER OR RESCIND THE SAME BY A TWO/THIRDS AFFIRMATIVE VOTE, AS THEY MAY FROM TIME TO TIME DEEM NECESSARY AFTER REASONABLE NOTICE TO THE MEMBERSHIP.

BY-LAWS MAY ALSO BE AMENDED, ALTERED OR RESCINDED BY A TWO/THIRDS VOTE OF THE TOTAL MEMBERSHIP AFTER REASONABLE TIME GIVEN TO THE MEMBERSHIP.

ARTICLE X

INDEMNIFICATION

EVERY DIRECTOR AND EVERY OFFICER OF THIS CORPORATION SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL EXPENSES AND LIABILITIES IN CONNECTION WITH ANY PROCEEDING TO WHICH HE OR SHE MAY BE A PARTY, OR IN WHICH HE OR SHE MAY BECOME INVOLVED, BY REASON OF HIS OR HER BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, OR ANY SETTLEMENT

THEREOF, WHETHER OR NOT HE OR SHE BE A DIRECTOR OR OFFICER AT THE TIME SUCH EXPENSES ARE INCURRED, EXCEPT IN SUCH CASES WHEREIN THE DIRECTOR OR OFFICER IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE IN THE PERFORMANCE OF HIS OR HER DUTIES, PROVIDED THAT IN THE EVENT OF A SETTLEMENT, THE INDEMNIFICATION SHALL APPLY ONLY WHEN THE REIMBURSEMENT IS DETERMINED BY THE BOARD OF DIRECTORS TO BE 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, INCLUDING THAT SPECIFIC IMMUNITY FROM CIVIL LIABILITY SET FORTH IN FLORIDA STATUTES 617.0285.

ARTICLE XI
DISTRIBUTION OF ASSETS UPON DISSOLUTION

NO PERSON, FIRM, OR CORPORATION SHALL EVER RECEIVE ANY DIVIDENDS OR PROFITS FROM THE UNDERTAKINGS OF THIS CORPORATION, AND UPON THE DISSOLUTION OF THIS CORPORATION, ALL ASSETS REMAINING AFTER PAYMENT OF COSTS AND EXPENSES SHALL BE DISTRIBUTED TO OTHER ORGANIZATIONS QUALIFIED EXEMPT UNDER IRS CODE 501 (C) (3) OR TO FEDERAL, STATE OR LOCAL GOVERNMENTS FOR PUBLIC PURPOSES AND NONE OF THE ASSETS WILL BE DISTRIBUTED TO ANY MEMBER, OFFICER OR DIRECTOR OF THE CORPORATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED HAVE SUBSCRIBED OUR
NAMES THIS 7 DAY OF January 1995.

Susan J. Roach
SUSAN J. ROACH
PRESIDENT

Ingrid R. Dicara
INGRID R. DICARA
SECRETARY

ACKNOWLEDGEMENT

STATE OF FLORIDA)

SS

COUNTY OF BROWARD)

BEFORE ME PERSONALLY APPEARED SUSAN J. ROACH

AND INGRID R. DICARA, TO ME WELL KNOWN, AND KNOWN
TO ME TO BE THE INDIVIDUALS DESCRIBED HER IN AND WHO EXECUTED
THE FOREGOING INSTRUMENT AS PRESIDENT AND SECRETARY OF

R.S.D. ASSOCIATION OF S.E. FLORIDA, INC., A CORPORATION, AND
SEVERALLY ACKNOWLEDGED TO AND BEFORE ME THAT THEY EXECUTED
SUCH INSTRUMENT AS SUCH PRESIDENT AND SECRETARY, RESPECTIVELY
OF SAID CORPORATION, AND THAT THEIR RESPECTIVE SIGNATURE WAS
AFFIXED WITH DUE CORPORATE AUTHORITY AND IS THE FREE WILL OF
THE CORPORATION.

WITNESS MY HAND AND OFFICIAL SEAL ON THIS 7 DAY OF
January 1995.

Barbara J. Wue
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
Notary Public, State of Florida
My Commission Expires May 12, 1995
Bonded Thru Troy Fain - Insurance - 16

FILED
95 JAN 11 14 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MY COMMISSION EXPIRES:

(A CORPORATION NOT FOR PROFIT)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 617.023 FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:
THAT THE R.S.D. ASSOCIATION OF S.E. FLORIDA, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AND REGISTERED
AGENT RESIDING AT THE FOLLOWING ADDRESS:

Keith B. Beach
(REGISTERED AGENT)

LOCATED AT 10550 N.W. 21ST ST, SUNRISE, FLORIDA 33322

CITY OF SUNRISE, STATE OF FLORIDA AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

Keith B. Beach

TITLE

Registered Agent

DATE

1-7-95

SWORN TO AND SUBSCRIBED BEFORE ME

THIS 7 DAY OF January 1995

Barbara J. Wise
NOTARY PUBLIC STATE OF FLORIDA

MY COMMISSION EXPIRES:

Notary Public, State of Florida
My Commission Expires May 12, 1995
Bonded Thru Troy Fain - Insurance Inc.