

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0391 FAX

800-342-8086

N95000000747

**CSC networks**

MAIL TO:  
P.O. BOX 5028  
TALLAHASSEE, FL 32304

ACCOUNT NO. : 072100000032

REFERENCE : 543069 146504A

AUTHORIZATION :

COST LIMIT : 0 PREPAID

ORDER DATE : February 15, 1995

ORDER TIME : 12:36 PM

ORDER NO. : 543069

CUSTOMER NO: 146504A

CUSTOMER: Mr. Jack Gresham  
JACK GRESHAM

800 N. Country Lane

Orlando, FL 32804

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-02/15/95--01068--014  
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DOMESTIC FILING

N95000000747

NAME: CHRISTIAN MEDICAL MISSIONS,  
INC.

XXX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

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95 FEB 15 12 29  
TALLAHASSEE, FL 32301

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ARTICLES OF INCORPORATION  
OF  
CHRISTIAN MEDICAL MISSIONS, INC.

FILED  
95 FEB 15 PM 2:25  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned for the purposes of forming a corporation not-for-profit under Chapter 617, Florida Statutes, hereby certify:

ARTICLE I  
NAME

The name of the corporation shall be CHRISTIAN MEDICAL MISSIONS, INC., formed for the purpose of a not-for-profit Christian benevolent foundation. For convenience, the Corporation shall hereinafter be referred to as the FOUNDATION.

ARTICLE II  
ADDRESS

The principal place of business and the mailing address of the FOUNDATION shall be: CHRISTIAN MEDICAL MISSIONS, INC.  
c/o Jack L. Gresham, MD  
62 West Columbia Street  
Orlando, Florida 32806

ARTICLE III  
OBJECT AND PURPOSE

The purposes for which the FOUNDATION is formed are exclusively religious, educational, scientific, literary and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States tax laws and including but not limited to the following:

1.) To undertake projects on a volunteer basis, in the

spirit of Christian love as demonstrated by Jesus Christ and as taught in the Scriptures of the Old and New Testaments.

2.) To provide health care (medical and dental) by trained specialists to needy people throughout the world:

- (a) to utilize healthcare and other support professionals;
- (b) to assist in the construction and operation of healthcare facilities and supply resources; (c) to include the education of resident healthcare specialists and support professionals that the work may continue; (d) to cooperate with other not-for-profit agencies in providing care for needy persons.

3.) To receive, take and hold by bequest, devise, gift, grant, purchase or otherwise, any property, real or personal, and to invest, reinvest or deal with the principal or income thereof in such manner, as in the judgement of the Members of the Board of Directors, will best promote the purpose of the FOUNDATION, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the FOUNDATION or any laws applicable thereto.

4.) To do any other act or thing incidental to or connected with the foregoing purpose or in the advancement thereof, but not for pecuniary profit or financial gain of its Officers or Members of the Board of Directors except as permitted under the Not-For-Profit Law. In furtherance of its corporate purposes, the FOUNDATION shall have all general powers enumerated in the Florida Statutes Not-For-Profit Corporation Law.

5.) 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 any political campaign on behalf of any candidate for public office, including the publishing or distribution of statements.

6.) Notwithstanding any other provision of these Articles, the FOUNDATION shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or any other corresponding provision of any future United States tax law or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States tax law.

7.) In the event of dissolution, the residual assets of the FOUNDATION shall, after necessary expenses thereof, be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1954, as amended, or the corresponding provisions of any future United States tax law, or to the Federal, State or Local Government for exclusive public purposes.

8.) The FOUNDATION shall have perpetual existence.

ARTICLE IV  
LIMITATIONS

In the event that the FOUNDATION should be determined to be a Private Foundation as described in Section 509 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States tax law:

1.) The FOUNDATION shall distribute its income from each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue code of 1954, as amended, or the corresponding provisions of any future United States tax law.

2.) The FOUNDATION shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States tax law.

3.) The FOUNDATION shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States tax law.

4.) The FOUNDATION shall not make any investments in such a manner as to subject it to a tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or the corresponding provisions of any future United States tax law.

5.) The FOUNDATION shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue code of 1954, as amended, or the corresponding provisions of any future United States tax law.

ARTICLE V  
MEMBERSHIP

1.) Members of the FOUNDATION shall be persons in sympathy with the mission and ministry of the FOUNDATION with the capabilities and desire to assist in its projects and approved by a majority vote of the Board of Directors.

2.) The Membership of the FOUNDATION will meet annually at a time and place set by the Board of Directors.

ARTICLE VI  
BOARD\_OF\_DIRECTORS

1.) All the corporate powers of the FOUNDATION shall be vested in and exercised by a Board of Directors hereinafter referred to as the BOARD.

2.) The BOARD shall have four Directors initially.

Those Directors are: Jack L. Gresham, MD  
John A. Kirst, DDS  
Charles J. Collins, Jr., LLB  
Katryna G. Elmer, MBA

The number of Directors shall not exceed twelve (12).

3.) The number of Directors of the BOARD which shall constitute a quorum shall be provided for in the Bylaws, and such quorum shall be required for the transaction of any business of the BOARD.

4.) Directors shall be elected to the BOARD from the Membership of the FOUNDATION by a majority vote of the Membership at the annual meeting of the FOUNDATION, for a three (3) year term, from a slate offered by the Nominations Committee of the BOARD and by nominations from the floor.

5.) The BOARD shall elect from its Directors,

President, one or more Vice-Presidents, a Secretary and a Treasurer. Any Director may hold two or more Offices except the President may not also be the Secretary. No Director holding two or more Offices shall sign any instrument in the capacity of more than one Office.

6.) Such other Officers and Agents as may be necessary for the business of the FOUNDATION may be appointed or elected by the BOARD in the manner provided in the Bylaws. Officers and Agents shall have such authority and perform such duties in the management of the property and affairs of the FOUNDATION as may be prescribed in the Bylaws or by the BOARD. The names of the Officers who are to serve until the first election by the BOARD are:

President: Jack L. Gresham, MD  
Vice-President: John A. Kirst, DDS  
Secretary: Charles J. Collins, Jr., LLB  
Treasurer: Katryna G. Elmer, MBA

7.) Officers shall be elected annually and shall serve until their successors are elected.

8.) The BOARD shall hold regular or special meetings at the times and places specified in the Bylaws, or as called by the President. The BOARD may also meet at any time and place as called by a majority of the Directors, with at least fifteen (15) days notice to all Directors of the scheduled date of the meeting. Date of notice shall be assumed to be the date of postmark of any mailed notice.

9.) The order of business shall be as directed by the President or other Presiding Officer with the floor open to any Director who would bring any matter before the meeting.

10.) The order of business shall also be determined by any Rules and Regulations or Bylaws adopted by the BOARD.

ARTICLE VII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the Registered Office of the FOUNDATION and the name of its initial Registered Agent at such office

are: Address: CHRISTIAN MEDICAL MISSIONS, INC.  
c/o Jack L. Gresham, MD  
62 West Columbia Street  
Orlando, Florida 32806

Agent: Jack L. Gresham, MD

ARTICLE VIII  
INCORPORATORS

The names and addresses of the Incorporators for these Articles of Incorporation are:

1. Jack L. Gresham, MD  
800 North Country Lane  
Orlando, Fl. 32804
2. John A. Kirst, DDS  
2028 Siesta Lane  
Orlando, Fl. 32804
3. Charles J. Collins, Jr., LLB  
2010 Forest Road  
Winter Park, Fl. 32789
4. Katryna G. Elmer, MBA  
4920 Lake Gatlin Woods Court  
Orlando, Fl. 32806

ARTICLE IX  
STOCK

The FOUNDATION is organized under a non-stock form, but Membership may be evidenced by a certificate of Membership which is non-transferable and can be reclaimed by the BOARD upon written notice to the holder.



ARTICLE X  
BYLAWS

1.) The BOARD may provide such Bylaws for the conduct of its business and for the carrying out of its purposes as may be deemed necessary from time to time.

2.) Upon written notice of at least ten (10) days, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular or special meeting of the BOARD called for that purpose.

ARTICLE XI  
AMENDMENTS

These Articles of Incorporation may be amended by the BOARD, by a majority vote of the Directors present at the annual meeting of the BOARD, or any meeting called for the purpose of amending these Articles.

ARTICLE XII  
INCOME AND DISTRIBUTION

The business of the FOUNDATION shall be funded by gifts from any person or persons who might desire to support the ministry of the FOUNDATION. It shall be the policy of the FOUNDATION that a minimum of ninety percent (90%) of all contributions so received will be directed to specific projects for the benefit of people in need with no more than ten percent (10%) expended on maintenance costs for the FOUNDATION. Gifts-in-kind converted to cash shall receive the same consideration as cash gifts. Money expended for capital acquisition shall be considered as part of project expense monies. Project expenses shall also include any

travel and subsistence expenses necessary for Members and other Agents to accomplish any project undertaken by the FOUNDATION. An audited statement of FOUNDATION projects and maintenance expenses will be provided to the Members of the FOUNDATION each year at the annual meeting. The books of the FOUNDATION shall be open at any time for inspection by any Director.

#### ARTICLE XIII LIABILITIES

No Member of the FOUNDATION or Director shall ever be held individually liable or responsible for contracts, debts, defaults or other actions of the FOUNDATION.

#### ARTICLE XIV DISCRIMINATION

No person shall, on grounds of sex, race, color, religion or national origin, be excluded from participation in or be denied the benefit of or be discriminated against under any project or activity of the FOUNDATION.

IN WITNESS WHEREOF, we, the undersigned subscribing Incorporators, have hereunto set our hands and seals this 1<sup>st</sup> day of February, A.D. 1995

<u>Jack L. Gresham</u>	Jack L. Gresham, MD
<u>John A. Kinst</u>	John A. Kinst, DDS
<u>Charles T. Collins, Jr.</u>	Charles T. Collins, Jr., LLB
<u>Katylene G. Elmer</u>	Katylene G. Elmer, MBA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CHRISTIAN MEDICAL MISSIONS, INC.

2. The name and address of the registered agent and office is:

Jack L. Gresham, M.D.  
(NAME)

62 West Columbia Street  
(P.O. BOX NOT ACCEPTABLE)

Orlando, Florida 32806  
(CITY/STATE/ZIP)

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Jack L. Gresham*

DATE

February 1, 1995