

# N9500001994

Thomas S. Rutherford  
Attorney at Law

11016 N. Dale Mabry Highway  
Suite 201  
Tampa, Florida 33618-3802  
(813) 265-4030 or (813) 960-2178  
Fax Available

916 Walt Williams Road  
Lakeland, Florida 33809  
(813) 858-9528  
Fax Available

Reply to:

April 20, 1995

Sec. of State, Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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Dear friends:

Please register the enclosed corporation documents. A copy is enclosed so that you might conform it and return it to me in the self-addressed stamped enclosed envelope.

You need not provide a certified copy yet so a \$122.50 check is all that is enclosed.

Thank you for your assistance.

Sincerely,

THOMAS S. RUTHERFORD, ESQ.

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ARTICLES OF INCORPORATION  
OF

SMT. N.H.L. MUNICIPAL MEDICAL COLLEGE ALUMNI, INC.

The Articles of Incorporation of SMT. N.H.L. MUNICIPAL MEDICAL COLLEGE ALUMNI, INC. , a Florida not-for-profit corporation, in accordance with the provisions of Chapter 617 of the Florida Statutes, are as follows:

ARTICLE I

NAME

The name of the corporation shall be SMT. N.H.L. MUNICIPAL MEDICAL COLLEGE ALUMNI, INC.

ARTICLE II

PURPOSE

The corporate purpose shall be to exist exclusively for religious, charitable, educational, social and scientific purposes qualifying under Section 501 (c)(3) of the Internal Revenue Code and specifically, as follows:

Smt. N.H.L. Municipal Medical College Alumni, Inc. shall exist for the purpose of providing support and grants to approved medical students for the completion of their approved course of study, for making donations to approved medical schools of money and books and other means of support, for providing continuing medical education for approved physicians, and for any other qualifying purpose

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which the Board of Directors authorize from time to time.

A. The organization shall be able to make distributions to organizations that qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code that is consistent with the purposes expressed herein.

B. Notwithstanding any other provision herein, the purposes of this organization are limited to such purposes as are permitted under section 501 (c)(3) of the Internal Revenue Code.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. 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.

D. Upon dissolution, remaining assets of the organization shall be distributed for one or more exempt

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purposes within the meaning of section 501 (c)(3) of the Code, or shall be distributed to the Federal government, or to a state or local government, for public purposes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual, and the corporate existence will commence on the filing of these Articles with the Department of State.

ARTICLE IV

DIRECTORS

There shall initially be three (3) Directors of the corporation. The number may be increased by the Board from time to time but shall never be less than three. They shall be elected according to the procedures set out in the By-Laws. The names and addresses of the initial Directors until the first election, are as follows:

KIRAN C. PATEL, M.D.	11016 N. Dale Mabry Hwy. Tampa, FL 33618
SHARAD PATEL, M.D.	3709 Hamilton, Ave. W. Tampa, FL 33614
DIPAK SHAH, M.D.	14701 N. Florida Ave. Tampa, FL 33613

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ARTICLE V

OFFICERS

The names of the Officers who are to serve until the first election or appointment are as follows:

President . . . . . Kiran C. Patel, M.D.

Secretary . . . . . Dipak Shah, M.D.

Treasurer . . . . . Sharad Patel, M.D.

ARTICLE VI

INDEMNIFICATION

Every Director and every Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon them in connection with any proceeding or settlement of any proceeding to which he or she may be a Party or in which he or she may become involved by reason of his/her being, or having been, a Director or Officer of the corporation, whether or not he/she is a Director or Officer at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest

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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.

#### ARTICLE VII

##### BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in a manner provided by the By-Laws.

#### ARTICLE VIII

##### PRINCIPAL OFFICE AND REGISTERED OFFICE AND AGENT

The Principal Office of the corporation shall be 11016 N. Dale Mabry Hwy. #201, Tampa, Florida 33618.

The initial registered office of the Corporation shall be located at 11016 N. Dale Mabry Hwy. #201, Tampa, Florida 33618. The initial registered agent of the Corporation at that address shall be Kiran C. Patel, M.D.

#### ARTICLE IX

##### MEMBERS

The Corporation shall have Members. Members of the Corporation will be required to meet the following qualification and persons meeting such qualifications will be

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listed as members and admitted as such into the corporation by election of the Board, provided, however, that neither the incorporators nor the members of the Corporation shall have any vested right, interest or privilege of, in or to the assets, functions, affairs or franchises of this Corporation, or any right, interest or privilege which may be inheritable or which shall continue after his/her membership ceases in this Corporation. The members shall be medical doctors or those wishing to support the purposes of desiring to help advance the cause of medical education and training to deserving medical students and practitioners.

ARTICLE X  
INCORPORATORS

The names and addresses of the subscribers of these Articles of Incorporation are:

KIRAN C. PATEL, M.D.	11016 N. Dale Mabry Hwy. Tampa, FL 33618
SHARAD PATEL, M.D.	3709 Hamilton, Ave. W. Tampa, FL 33614
DIPAK SHAH, M.D.	14701 N. Florida Ave. Tampa, FL 33613

ARTICLE XI  
CONDUCT OF CORPORATE AFFAIRS

The corporation shall qualify for and become a

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corporation qualifying as a 501(c)(3) corporation and all activities and conduct of the corporation shall be consistent therewith.

ARTICLE XII  
CORPORATE POWERS

In addition to all other corporate powers provided by law, and in furtherance of the objectives described above but not in limitation thereof, the corporation shall have the power to:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Corporation Not for Profit";

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation;

(e) Adopt, change, amend and repeal By-Laws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the corporation and the exercise of its corporate powers;

(f) Make contracts and incur liabilities, borrow money

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at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any part of its property, franchises or income;

(g) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country;

(h) Purchase, take receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated;

(i) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein;

(j) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of

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any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;


(l) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes;

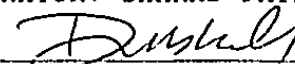
(n) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized; and

(o) Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a not for profit corporation, exempt from Federal income Tax under the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, I have subscribed my name on this  
\_\_\_ day of March, 1995.

  
INCORPORATOR: KIRAN C. PATEL, M.D.

  
INCORPORATOR: SHARAD PATEL, M.D.

  
INCORPORATOR: DIPAK SHAH, M.D.

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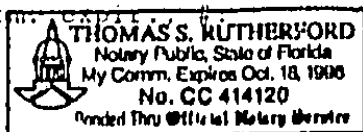
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STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KIRAN C. PATEL, M.D., SHARAD PATEL, M.D., and DIPAK SHAH, M.D., personally known to me to be the persons who executed the foregoing and they acknowledged to me that they executed these Articles for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 13<sup>th</sup> day of March, 1995.

Seal, Com. Expire



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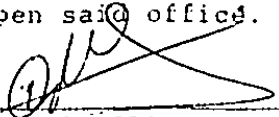
ACCEPTANCE BY REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, as from time to time amended, the following is submitted, in compliance with said Act:

That SMT. N.H.L. MUNICIPAL MEDICAL COLLEGE ALUMNI, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the city of Tampa, County of Hillsborough, State of Florida at 11016 N. Dale Mabry Hwy., Tampa, FL 33618, has named Kiran C. Patel, M.D. as its Registered Agent to accept service of process within the State.

#### ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles of Incorporation, I do hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
REGISTERED AGENT: KIRAN C. PATEL, M.D.

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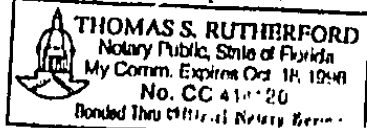
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared KIRAN C. PATEL, M.D., personally known to me to be the person who executed the foregoing and he acknowledged to me that he executed this acceptance of the uses and purposes therein contained.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid on this 13<sup>th</sup> day of March, 1985

*Thomas S. Rutherford*  
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Seal Com. expires #:



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