

N95000002478

DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINED STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

1402 W FLAGLER ST
SUITE 200
MIAMI FL 33135-33408-
CONTACT: RAY STORMONT
PHONE: (305) 541-3084
FAX: (305) 541-3770

(((H95000005705))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: PROJECT MEDISHARE, INC.
FAX AUDIT NUMBER: H95000005705 CURRENT STATUS: REQUESTED
DATE REQUESTED: 05/23/1995 TIME REQUESTED: 13:00:30
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 9 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H95000005765)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:
Help F1 Option Menu F2

NUM CAPS Connect: 00:20:21

FILED
95 MAY 24 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
500-6341-671
W95-1091
SDG



FLORIDA DEPARTMENT OF STATE
Sandra D. Northam
Secretary of State

May 24, 1995

EMPIRE

MIAMI, FL

SUBJECT: PROJECT MEDISHARE, INC.
REF: W95000010914

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Steven Godfrey
Corporate Specialist

FAX Aud. #: H95000005765
Letter Number: 395A00026410

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

ARTICLES OF INCORPORATION OF
PROJECT MEDISHARE, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of the Corporation is PROJECT MEDISHARE, INC.

ARTICLE II PURPOSES

Section 1: The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law)

Section 2: Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation are to:

(a) assist in the development of health care systems in developing countries, in particular the Nation of Haiti, of training programs to meet such needs;

(b) develop an educational exchange program with health professors, students, and faculty in Haiti and the United States;

Prepared by: Roberto Villasante, Esq.
Courthouse Tower, Suite 1700
44 West Flagler Street
Miami, Florida 33130
(305) 373-6558
FBN. 437141

9

RECEIVED
CLERK OF STATE
TALLAHASSEE, FLORIDA
MAY 24 PM 4:01

FILED

H 950000057 65

H 950000057 65

H 950000057 65

(u) arrange and support educational opportunities for medical and other students at health facilities in Haiti;

(d) create systems for the donation, distribution and upkeep of medical equipment and supplies in Haiti;

(e) provide continuing medical education and faculty development (including enhanced library and learning resources and education in public health and disease prevention) to physicians, nurses and other health professionals in Haiti;

(f) when possible, to accomplish each of the foregoing through arrangements with the University of Miami, a Florida not for profit corporation.

ARTICLE III. POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida. The Corporation shall, when possible, carry out its exempt purposes through arrangements with the University of Miami, a Florida not for profit corporation.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

Section 1: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in

H 950000057 65

H 950000057 65

dissolution or otherwise, upon any not for profit corporation described in Section 501(c)(3) and Section 170(e)(2) of the Code and specified in Section 3 below. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office

Section 2: Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(e)(2) of the Code.

Section 3: Upon the dissolution of the Corporation, the Members of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets in the discretion of the Members to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 502(c)(3), Section 170(c)(2), and Section 509(a)(1) or (2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code by reason of such organization or organizations providing health related services, or the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization

H 950000057 65

or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE V. INCORPORATOR

The name and address of the Incorporator of this corporation is:

Roberto Villanite, Esq.
Courthouse Tower, Suite 1700
44 West Flagler Street
Miami, Florida 33130

ARTICLE VI. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VII. MEMBERSHIP

Unless changed by an amendment to these Articles of Incorporation, the membership shall be comprised of persons involved in health care, either directly or indirectly as providers and consumers. The initial members shall be elected at the first Board of Directors' Meeting.

The qualifications for members and the manner of their admission shall be as regulated by the Bylaws. The Corporation shall have one permanent member who shall be designated and changed from time to time by the University of Miami, a Florida not for profit corporation.

ARTICLE VIII. BOARD OF TRUSTEES

Section 1: The business and affairs of this Corporation shall be managed by a Board of Trustees, whose members are referred to herein as Trustees.

Section 2: The persons who are to serve as the initial Trustees of the Corporation will be elected at the first Board of Director's Meeting.

H 950000057 65

Section 3: The number of Trustees of the Corporation shall be not less than three (3) nor more than thirty (30). The number may be changed from time to time as provided in the Bylaws.

Section 4: Trustees shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE IX. OFFICERS

Section 1: The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice-Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2: The officers shall be elected, removed and hold office as provided in the Bylaws.

Section 3: The officers shall have such powers and responsibilities as provided by the Bylaws.

ARTICLE X. INDEMNIFICATION OF TRUSTEES AND OFFICERS

Section 1: The Corporation shall indemnify against liability to the fullest extent authorized or permitted by the provisions of 607.014 (other than 607.104(7)) Fla. Stat. and 617.028 Fla. Stat., as amended, (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification which is adopted after the date this Article X is adopted) any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a trustee or officer of the Corporation or is or

H 950000057 65

administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a trustee or officer of the Corporation or is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Officers and directors who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of 607.014(6) Fla. Stat. or any amended or successor section.

Section 2: Article X, Section 1 of these Articles shall not be construed to mean that indemnification by the Corporation pursuant to 607.014(7) Fla. Stat. is not permitted. The Corporation may indemnify any person pursuant to Section 607.014 (7) Fla. Stat., or any amended or successor section, to the extent and in the manner desired by the Corporation and permitted by law.

Section 3: Terms used in this Article shall have the meanings ascribed to them in 607.014(11) Fla. Stat. or any amended or successor section.

ARTICLE XI. PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1: The street address of the principal office of this Corporation is 600 Alton Road, Suite 502, Miami Beach, Florida 33139.

Section 2: The name of the registered agent of this Corporation is Roberto Villasante, Esq., located at 44 West Flagler Street, Suite 1700, Miami, Florida 33130.

ARTICLE XII. BYLAWS

The power to adopt, alter, amend or repeal Bylaws for the Corporation shall be vested only in the Trustees, as more specifically provided in the Bylaws.

49500005765

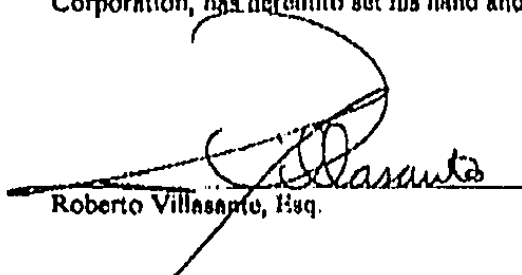
49500005765

H 950000057 65

ARTICLE XII. AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Members, as more specifically provided in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation, has hereunto set his hand and seal this 19 day of May, 1995.


Roberto Villasante, Esq.

STATE OF FLORIDA)

COUNTY OF DADE)

ss

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Roberto Villasante, Incorporator, to me well known and well known to me to be the person who executed the foregoing original Articles of Incorporation of Project Medishare, Inc. and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 19 day of May, 1995.


Notary Public,
State of Florida at Large

My commission expires:



H 950000057 65

H 950000057 65

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:


Project Medishare, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the ARTICLES OF INCORPORATION, Miami, Florida, County of Dade, State of Florida, has named Roberto Villasante, Esq., as its agent to accept service of process within this State.

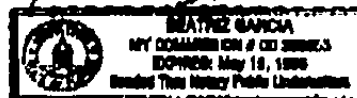
By: 

DATE: 05.19.95

ACKNOWLEDGMENT

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.


ROBERTO VILLASANTE, ESQ.
REGISTERED AGENT



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY 24 PM 4:01

FILED

H 950000057 65