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DE LA CRUZ & CUTLER, P.A.

LAW OFFICES

241 SEVILLA AVENUE • SUITE 805  
CORAL GABLES, FLORIDA 33134

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OF COUNSEL:  
A. BUDD CUTLER  
ROGER S. KOPPEL  
M. FRANKLYN ROMAN  
ROSE J. SPANO  
ALBERT D. VIENEN

June 13, 1995

Secretary of State  
Division of Corporation  
P.O. Box 6327  
Tallahassee, FL 32314

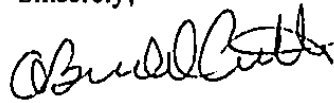
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\*\*\*\*122.50 \*\*\*\*122.50

Re: Lymphedema Therapy Association of the Americas, Inc.

Dear Gentlemen:

Enclosed are the Articles of Incorporation of the above referenced corporation and our trust account check for \$122.50. Please file the articles, enroll the registered agent and provide us with a certified copy of the Articles.

Sincerely,



A. BUDD CUTLER

ABC/vl  
Encl.

FILED  
95 JUN 13 AM 9 02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NANCY HENDRICKS JUN 22 1995

**ARTICLES OF INCORPORATION**  
**OF**  
**LYMPHEDEMA THERAPY ASSOCIATION**  
**OF THE AMERICAS, INC.**

FILED  
95 JUN 19 11 3 02  
SECRETARY OF STATE  
MILLAN, FLORIDA

We, the undersigned, hereby make, subscribe and acknowledge this Certificate of Incorporation as a non-profit Corporation under Chapter 617 of the Statutes of the State of Florida.

1. The name of the Corporation shall be:

LYMPHEDEMA THERAPY ASSOCIATION OF THE AMERICAS, INC.

2. The principal office of the Corporation shall be 10145 S.W. 100 Avenue, Miami, Florida 33176 and at such other place as the Board of Directors may, from time to time, determine.

3. The general nature and objects and purposes of the Corporation shall be:

(a) The purpose for which the Corporation is formed are for scientific, educational and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future tax code, and in this connection to promote the activities hereinafter referred to.

(b) To identify Lymphedema patients.

(c) To provide advice, support and resources for the patient and their families, so that they can make informed decisions for treatment.

(d) To encourage and support education and research into causes, early diagnoses, therapies, and possible cures for Lymphedema.

(e) To publicize the social needs of the affected population and strive for public education to increase awareness.

(f) Assist in the collection of data so more information will be available and disseminated about Lymphedema.

(g) Provide information for insurance companies, physicians, other health care providers and such other non-profit organizations who may further the corporation's purposes.

4. Qualification of Members. The membership of the corporation shall consist of the first board of directors and such other persons as the members may elect by majority vote at a annual or special meeting of the members, in accordance with the By-Laws of the Corporation. The Board may provide for additional classifications of members and provide for their qualification and election as set forth in the By-Laws of the Corporation.

5. Term of Existence. The Corporation is to exist perpetually.

6. The names and residences of the subscribers are:

Renee Romero

10045 S.W. 111th Street

Miami, FL 33176

7. Management.

(a) The business affairs of this Corporation shall be managed by the Board of Directors.

(b) The Board of Directors shall consist of the officers and the retiring president. It shall contain a minimum of five (5) members and not more than fifteen (15) members. The election and qualifications of Board members, in addition to the above, shall be governed by the By-Laws of the Corporation and the numbers of Directors may be increased or decreased from time to time by said By-Laws.

(c) There shall be an Executive Committee consisting of the officers and the past president and they shall carry out the policies established by the Board of Directors between Board of Directors meetings, as set forth in the By-Laws.

8. Officers and Directors. The names of the persons who are to serve as officers and directors of the Corporation until the first annual meeting of the Corporation are as follows:

President	Renee Romero 10045 S.W. 111th Street Miami, FL 33176
Vice President	Pedro A. Romero 10045 S.W. 111th Street Miami, FL 33176
Treasurer	Sandy Levinson 10145 S.W. 100th Avenue Miami, FL 33176
Secretary	Liz Olivas 1101 Crystal Lake Drive, #206 Pompano, FL 33064
	Rosalia Boullon 7941 S.W. 144th Street Miami, FL 33158
	Tonia Termont 810 S. Palmway Lake Worth, FL 33460
	Pat Wood 7771 Blairwood Circle W. Lake Worth, FL 33467
	Joachim E. Zuther 710 S.W. 68th Blvd. Pembroke Pines, FL 33023

9. By-Laws.

(a) The Board of Directors of this Corporation shall provide By-Laws for the conduct of its business and the carrying out of its purposes.

(b) By-Laws may be amended, altered or rescinded by a majority vote of the Board of Directors at any regular or special meeting called for that purpose, provided that the procedure established in the By-Laws are followed.

10. Amendments to the Articles of Incorporation.

Amendments to these Articles may be made at regular or special meetings of the directors by a majority vote, provided that the procedures established in the By-Laws are followed.

11. Distribution of Assets Upon Dissolution.

No person, firm or corporation shall ever receive any dividends or profits from the undertaking of this Corporation upon dissolution of this organization and all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future tax codes, or to the Federal Government, or to a state or local government, for a public purpose, and none of the assets will be distributed to any member, officer or Trustee of this Corporation.

12. Non-Profit Status.

(a) The Corporation shall be a corporation not for profit under the laws of the State of Florida.

(b) The Corporation shall operate exclusively for charitable, scientific, literacy, cultural or educational purposes, including but not limited to making gifts and contributions to one more organizations described in Section 501(c) (3) of the Internal Revenue Code or the corresponding section of any future tax code, which reads substantially as follows:

"Corporations, and any community chest, fund or foundation, organized and operated exclusively for religious, charitable, scientific, testing for public safety, literacy, or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual no substantial part of the activities of which is carrying on propaganda, or otherwise, attempting to influence legislation, and which does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office."

13. Prohibitive Activities.

(a) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

(b) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

(c) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

(d) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any Federal tax laws.

14. The Corporation designates A. Budd Cutler, 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134, as its registered agent to accept Service of Process within this State.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seals this 9<sup>th</sup> day of June, 1995, for the purposes of forming this Corporation not for profit, under the laws of the State of Florida.

Renee Romero  
RENEE ROMERO

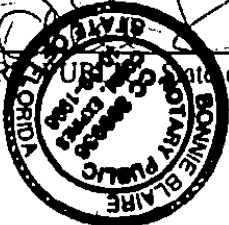
STATE OF FLORIDA )

COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared RENEE ROMERO, foregoing subscriber, to the Articles of Incorporation of Lymphedema Association of Americas, Inc. and who acknowledged before me that she executed the same for the purposes therein mentioned as <sup>her</sup> free and voluntary act and the free and voluntary act of said Corporation for the term stated therein. ~~as~~ personal knowledge

9 IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this day of June, 1995.

[Signature]  
NOTARY PUBLIC, State of Florida at Large

A circular notary seal for Bonnie Blaire, Notary Public, State of Florida. The seal contains the text "NOTARY PUBLIC", "BONNIE BLAIRE", and "STATE OF FLORIDA".

My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

*THE*

First, that **LYMPHEDEMA ASSOCIATION OF AMERICAS, INC.**, desiring to organize under the laws of the State of Florida with its principal offices as indicated in the Articles of Incorporation at City of Miami, County of Dade, State of Florida, has named **A. BUDD CUTLER, ESQ.**, 241 Sevilla Avenue, Suite 805, Coral Gables, FL 33134, as Registered Resident Agent to accept Service of Process within this State.

Having been named to accept Service of Process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:   
(Registered Resident Agent)

FILED  
CLERK OF DISTRICT COURT  
JAN 13 1983  
CORAL GABLES, FLORIDA