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704-271-3211
904-271-3211
800-342-8086
N9500003337

ACCOUNT NO. : 072100000032

REFERENCE : 637330 9347A

AUTHORIZATION *Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : July 11, 1995

ORDER TIME : 9:33 AM

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ORDER NO. : 637330

CUSTOMER NO: 9347A

CUSTOMER: Steven P. Kuehner, Esq
GOLDBERG GOLDSTEIN & BUCKLEY

1515 Broadway Street
P. O. Box 2366
Fort Myers, FL 33901

DOMESTIC FILING

NAME: MEDICAL FOUNDATION OF
SOUTHWEST FLORIDA, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sebrina Randolph

EXAMINER'S INITIALS:

T. BROWN JUL 14 1995

FILED
55 JUL 13 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W95-1396~~
~~6000~~



FLORIDA DEPARTMENT OF STATE

July 12, 1995

Sandra B. Mortham
Secretary of State

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: MEDICAL FOUNDATION OF SOUTHWEST FLORIDA, INC.
Ref. Number: W95000013967

We have received your document for MEDICAL FOUNDATION OF SOUTHWEST FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 895A00033399

ARTICLES OF INCORPORATION
OF

MEDICAL FOUNDATION OF SOUTHWEST FLORIDA, INC.

The undersigned incorporator, desiring to form a corporation pursuant to the provisions of the Florida Not for Profit Corporation Act, as amended (hereinafter called the "Act", does hereby make and execute the following Articles of Incorporation.

ARTICLE I

Name and Address

The name of the corporation shall be MEDICAL FOUNDATION OF SOUTHWEST FLORIDA, INC., a not for profit corporation, (hereinafter called the "Corporation"), and the address of the principal office is c/o Steven P. Kushner, 1515 Broadway, Fort Myers, Florida 33901.

ARTICLE II

Terms of Existence

The period during which the Corporation shall continue is perpetual.

ARTICLE III

Purposes and Powers

Section 1. Purposes. The Corporation is formed to receive and administer funds for scientific, educational and charitable purposes, all for the public welfare within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, including in particular: (i) to encourage medically related research by awarding grants for scientific research in the public interest and awarding scholarships and grants to deserving and promising students of medicine in medical schools with a Class A rating by the American Association of Medical Schools; and pharmacology and/or nursing schools which are certified by the organizations respectively governing certification of such schools; or to graduates from such schools, engaged in research, (ii) to disseminate scientific information obtained through medical research and to provide instruction and training to members of the medical community through the presentation of, or providing for attendance at, seminars, lectures and other similar programs on the local, regional and national levels, (iii) to award scholarships and grants or make loans to needy, deserving and promising students at educational institutions and (iv) to provide financial assistance for needy persons who require surgery, medication and similar life-saving operations, and for the temporary physical and spiritual comfort of the families of such needy persons during the period in which such procedures are being prepared for, conducted, and

recovery therefrom. In furtherance of such general purpose, the Corporation shall have the following specific purposes:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided or other beneficial interest therein.

(b) To purchase, subscribe for, retain, invest and reinvest in securities or other property wherever situated, and whether or not productive or of a wasting nature, and without any requirement for diversification as to kind or amount. The words "securities or other property" as used herein shall be deemed to include real and personal property, stocks, common or preferred, or any other interest in any corporation, association, investment trust, or investment company, bonds, notes, debentures, or other evidences of indebtedness or ownership, secured or unsecured.

(c) To sell for cash or on credit, convert, redeem exchange for other securities or other property, or otherwise dispose of any securities or other property at any time held by the Corporation.

(d) To alter, repair, improve, erect buildings upon, demolish, manage, partition, mortgage, lease, exchange, grant options to lease or to buy, sell or dispose of, at public or private sale, and upon such conditions and such terms as to cash and credit as may be deemed advisable, real property.

(e) To pay all administration expenses of the Corporation and any taxes imposed upon the Corporation, and to settle, compromise, or submit to arbitration, any claims, mortgages, debts or damages, due or owing to or from the Corporation, to commence or defend suits or legal proceedings, and to represent the Corporation in all suits or legal proceedings.

(f) To exercise any conversion privilege or subscription right available in connection with any securities or other property at any time held by the Corporation; to consent to the reorganization, consolidation, merger or readjustment of the finances of any corporation, company or association or to the sale, mortgage, pledge or lease of the property of any corporation, company or association any of the securities of which may at any time be held by the Corporation and to do any act with reference thereto, including the exercise of options, the making of agreements or subscriptions, and the payment of expenses, assessments or subscriptions which may be deemed necessary or advisable in connection therewith, and to hold and retain any securities or other property which it may so acquire.

(g) To vote personally, or by general or limited proxy, any shares of stock which may be held by the Corporation at

any time, and similarly to exercise personally, or by general or by limited power of attorney, any right appurtenant to any securities or other property held by it at any time.

(h) To borrow money in such amounts and upon such terms and conditions as shall be deemed advisable or proper to carry out the purposes of the Corporation.

(i) To hold part or all of the property of the Corporation uninvested.

(j) To employ suitable accountants, agents, counsel and custodians and to pay their reasonable expenses and compensation.

(k) To register any securities held by the Corporation hereunder in the Corporation's own name, or, to the extent permitted by law, in the name of a nominee with or without the addition of words indicating that such securities are held in a fiduciary capacity and to hold any securities unregistered or in bearer form.

(l) To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Corporation or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, security agreements, assignments, conveyances, contract, purchase agreements, waivers, releases and settlements.

(m) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Corporation is formed.

Section 2. Powers. Subject to any specific written limitations imposed by either the Act, by law, by these Articles of Incorporation or by the Bylaws of the Corporation and in furtherance of the purposes set forth in Section 1 of this Article, the Corporation shall have all the statutory powers specified in the Act.

Section 3. Limitation Upon Purposes and Powers. The following specific limitations shall be imposed upon the foregoing purposes and powers:

(a) The Corporation shall not, by implication or construction, possess the power of engaging in any activities for the purpose of or resulting in pecuniary remuneration to its members, directors, or officers, or any private legal entity, as such; provided, however, that nothing shall prohibit reasonable compensation to members, officers or directors for services actually rendered to or for the Corporation affecting one or more of its purposes, upon approval by the Board of Directors, nor shall the Corporation be prohibited from engaging in any undertaking for

profit so long as such undertaking does not inure to the profit of its members. The Corporation shall issue no stock and shall pay no dividends at any time.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4942(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax law.

(f) The Corporation shall not make any investments in such manner as to jeopardize the carrying out of its exempt purposes, and thereby subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any lobbying expenditures or other taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

(h) 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 under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 107(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be

distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IV

Membership

Requirements for Membership. The members of the Board of Directors of the Corporation shall constitute the initial membership in the Corporation. Any person who is elected by the unanimous vote of all of the members and approved by a majority of the Board of Directors of the Corporation, upon contribution of the initiation fee specified in the Bylaws of the Corporation, shall be entitled to become a member of the Corporation.

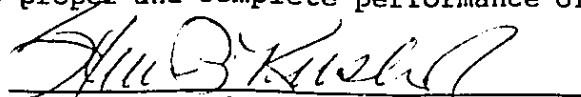
ARTICLE V

Registered Office and Registered Agent

The post office address of the initial registered office of the Corporation is c/o Goldberg, Goldstein & Buckley, P.A. 1515 Broadway, Fort Myers, Florida 33901; and the name of the initial registered agent of this Corporation at that address is Steven P. Kushner.

Having been named to accept service of process for MEDICAL FOUNDATION OF SOUTHWEST FLORIDA, INC., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:


Steven P. Kushner

ARTICLE VI

Directors

Section 1. Number. The number of the Directors of the Corporation shall be not less than three (3) nor more than nine (9), the exact number to be specified from time to time by the Bylaws of the Corporation. Nine (9) Directors shall constitute the initial Board of Directors. Directors shall be elected as stated in the Bylaws.

Section 2. Names and Addresses of Initial Directors. The names and addresses of the first Board of Directors of the Corporation who shall serve, not only until the first annual meeting, to be conducted in 1966, but shall thereafter serve their

respective terms until election of their respective replacements, or their election to a succeeding term, are as follows:

<u>Name</u>	<u>Term</u>	<u>Address</u>
Charles A. Bisbee, M.D.	1 year	3949 Evans Avenue #2 Fort Myers, FL 33901
Patricia J. Ekdahl	3 years	8595 Charter Club Dr. Fort Myers, FL 33919
Gerald Laboda, D.D.S.	3 years	5285 Summerlin Road, #101 Fort Myers, FL 33907
Kelli Malavsky	2 years	17150 Caloosa Trace Fort Myers, FL 33912
Marliese E. Mooney	1 year	6125 Deer Run, S.W. Fort Myers, FL 33908
Michael Polito	2 years	4025 S.W. 2nd Place Cape Coral, FL 33914
Gary Trippe	1 year	Oswald Trippe & Co. 13515 Bell Tower Drive Fort Myers, FL 33907
Brooks Turkel	2 years	843 NW 91st Terrace Plantation, FL 33324
Marilyn Zitzke	3 years	1935 S.E. 19th Lane Cape Coral, FL 33904

ARTICLE VII

Incorporator

The names and post office addresses of the Incorporators of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Patricia J. Ekdahl	8595 Charter Club Drive Fort Myers, FL 33919
Kelli Malavsky	17151 Caloosa Trace Fort Myers, FL 33912
Michael Polito	4025 S.W. 2nd Place Cape Coral, FL 33919

ARTICLE VIII

Provisions for Regulation of Business and Conduct of the Affairs of the Corporation

Section 1. Meetings of Members. Meetings of the members of the Corporation shall be held at such place, within or without the State of Florida, as may be authorized by the Bylaws and specified in the respective notices or waivers of notice of any such meeting.

Section 2. Meetings of Directors. Meetings of the Board of Directors of the Corporation shall be held at such place, within or without the State of Florida, as may be authorized by the Bylaws and specified in the respective notices or waivers of notice of any such meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if prior to such action a written consent to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the proceedings of the Board of Directors.

Section 3. Bylaws. The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the Bylaws of the Corporation, by an affirmative vote of a majority of the members of the Board of Directors.

Section 4. Amendment of Articles of Incorporation. The Corporation reserves the right to make, alter, amend or repeal these Articles in the manner now or hereinafter prescribed or permitted by the provisions of the Act or any amendment thereto or by any other applicable statute of the State of Florida.

Section 5. Indemnification of Officers and Directors.

(a) To the extent not inconsistent with Florida law as in effect from time to time, every person (and the heirs and personal representatives of such person) who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (i) if such Director, officer, employee or agent is wholly successful with respect thereto, or (ii) if not wholly successful, then if such Director, officer, employee or agent is determined, as provided in paragraph (e), to have acted in good faith, in what he reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding is determined to have had no reasonable cause to believe that his conduct was unlawful. The termination of any claim, action, suite or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a

plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a Director, officer, employee or agent did not meet the standards of conduct set forth in this Section.

(b) The terms "claim, action, suit or proceeding" shall include every claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, or threat thereof, in which a Director, officer, employee or agent of the Corporation (or his heirs and personal representatives) may become involved, as a party or otherwise:

(1) by reason of his being or having been a Director, officer, employee or agent of this Corporation or of any other corporation where he served as such at the request of this Corporation, or

(2) by reason of his acting or having acted in any capacity in a partnership, joint venture, association, trust, or other organization or entity where he served as such at the request of this Corporation, or

(3) by reason of any action taken or not taken by him in any such capacity, whether or not he continues in such capacity at the time such liability or expense shall have been incurred.

(c) The terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a Director, officer, employee or agent.

(d) The term "wholly successful" shall mean (i) termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against him; (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding, or; (iii) the expiration of a reasonable period of time after the making of any claim or threat of an action, suite or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

(e) Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (i) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall

deliver to the Corporation a written finding that such Director, officer, employee or agent has met the standards of conduct set forth in the preceding paragraph (a), and (ii) if the Board of Directors acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee, answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's finding which are within the possession or control of the Corporation.

(f) The rights of indemnification provided in this Section 5 shall be in addition to any rights to which any such Director, officer or employee may otherwise be entitled. Irrespective of the provisions of this Section 5, the Board of Directors may, at any time and from time to time, (i) approve indemnification of Directors, officers, employees, agents or other persons to the full extent permitted by the provisions of Florida law at the time in effect, whether on account of past or future transactions, and (ii) authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability.

(g) Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he is entitled to indemnification.

(h) The provisions of this Section 5 shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof.

ARTICLE IX

Termination

Upon the termination of the Corporation, the termination of its tax exempt status, or a decision by the Board to transfer all of the assets of the Corporation, the corporate assets shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations; provided that any such distribution shall be to such recipients are

qualified and their receipt of such distribution results either in an exemption from or in the abatement of the tax on termination, all within the meaning of the provisions of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended or in effect.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 30th day of June, 1995.

WITNESSES;

[Signature]
Renee M. Carey
[Signature]
Renee M. Carey
[Signature]
Renee M. Carey

MEDICAL FOUNDATION OF SOUTHWEST FLORIDA, a Florida corporation

By: [Signature]
Patricia J. Ekdaahl,
Subscriber & Incorporator

By: [Signature]
Kelli Malavsky, Subscriber &
Incorporator

By: [Signature]
Michael Polito, Subscriber &
Incorporator

State of Florida)
County of Lee)

I HEREBY CERTIFY that before me this day, personally appeared, PATRICIA J. EKDAHL, KELLI MALAVSKY and MICHAEL POLITO, to me known to be the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 30th day of June, 1995.

My Commission Expires:

April 13, 1998

[Signature]
Notary Public

Renee M. Carey
Print Name



RENEE M. CAREY
My Commission CC364353
Expires Apr. 13, 1998
Bonded by HAI
800-422-1555