

*N/96000000775*

CORPORATE ACCESS, INC.  
 1116-D THOMASVILLE RD  
 TALLAHASSEE, FL 32303  
 (904) 222-2666

\_\_\_\_\_  
 (Corporator's Name)  
 \_\_\_\_\_  
 Address  
 \_\_\_\_\_  
 City/State/Zip Phone # *Alinda*

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 96 FEB 14 AM 11:28  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if know):**

1. Podiatric Research Society Corporation  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- Walk in     
  Pick up time *2/14*     
  Certified Copy  
 Mail out     
  Will wait     
  Photocopy *DAB*     
  Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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 DIVISION OF CORPORATIONS

D. BROWN FEB 14 1996

Examiner's Initials	
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ARTICLES OF INCORPORATION  
OF THE  
PODIATRIC RESEARCH SOCIETY CORPORATION  
(A corporation not-for-profit)

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ARTICLES I - NAME AND ADDRESS OF PRINCIPAL OFFICE

The name of this Corporation shall be Podiatric Research Society Corporation. Its principal office and mailing address is 875 South Alhambra Circle, Coral Gables, Florida 33146.

ARTICLES II - ENABLING LAW

This Corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLES III - PURPOSES AND POWER

The purposes for which this Corporation is organized are:

A. Exclusively charitable, scientific, literary and educational within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code"), and notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Code § 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Corporation's purposes shall include, but are not limited to:

i) provide programs for, and a venue for the exchange and discussion of, clinical and experimental research relating to the lower extremities;

ii) promote and encourage publication of research findings relating to the lower extremities;

iii) promote dissemination of information to the public, health professionals and scientists on medical and research developments relating to the lower extremities;

iv) raise funds to support the aforementioned activities by obtaining government grants and aid, donations from private individuals, donations of money, property and in kind services from businesses, and membership dues; and

v) to do all such acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulation for an entity which qualifies under Code § 501(c)(3).

C. This Corporation is a not-for-profit corporation organized pursuant to the Florida Not-For-Profit Act, and is created, organized and shall be operated exclusively for educational, charitable, scientific and literary purposes.

D. This Corporation does not contemplate any pecuniary gain or profit to members, directors or officers thereof and no part of any earnings of the Corporation shall inure to the benefit of, or

be distributable to, any member, director 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 and the Corporation may reimburse its directors and officers for all expenses reasonably incurred in performing services rendered to the Corporation), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. However, the Corporation may confer benefits in the form of distributions, upon dissolution or otherwise, upon any not-for-profit corporation described in Code §§ 501(c)(3) and 170(c)(2) as specified below.

E. No substantial part of the activity of the Corporation shall include or consist of the carrying on of propaganda or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any other act in connection with any political campaign on behalf of any candidate for public office (including without limitation the publication or distribution of statements for or against any candidate).

F. All the property of this Corporation is and shall be irrevocably dedicated to charitable, scientific, literary or educational purposes, and in the event of a dissolution of this Corporation, the assets shall, after paying or making provisions for all liabilities of the Corporation, be distributed to one or more organizations which are organized and exist exclusively for educational, scientific, charitable, or literary purposes, which at

the time of such dissolution, qualify as an exempt organization under Code §§ 501(c)(3), 170(c)(2) and 509(a)(1) or (2) or any corresponding section of any prior or future Internal Revenue Code, or to the United States, the State of Florida, the County of Dade or any other governmental agency 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 or organizations organized and operated exclusively for such charitable purposes, as said court shall determine. In no event shall the assets or the property of the Corporation or the proceeds of such assets or property, upon dissolution, go or be distributed to the members of the Corporation, either for reimbursement of any sums subscribed, donated or contributed by such members, or for any other purpose.

#### ARTICLE IV - TERM

The period of duration of this Corporation is perpetual, unless dissolved according to law.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator of this Corporation is Jason Hanft, D.P.M., 875 South Alhambra Circle, Coral Gables, Florida 33146.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 100 S.E. 2nd Street, Suite 2800, Miami, Florida 33131, and the name of the initial registered agent of this Corporation at that address is KTG&S Registered Agent Corporation.

**ARTICLE VII - MANNER IN WHICH BOARD OF DIRECTORS ARE APPOINTED**

The manner in which the Board of Directors will be appointed, elected, and hold office shall be as set forth in the By-Laws of this Corporation.

**ARTICLE VIII - BY-LAWS**

The power to adopt, alter, amend or appeal the By-Laws shall be vested in the Board of Directors, and the By-Laws shall be hereby adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole or in part in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

**ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, and may indemnify any employee or agent, to the fullest extent permitted by Section 617.0831, Florida Statutes.

**ARTICLE X - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or in any subsequent amendment hereto, and such amendment to these Articles of Incorporation may be proposed by a director and presented as provided in the By-Laws to a quorum (as defined therein) of the Board of Directors for their vote; amendments may be adopted by a majority of the members of the Board of Directors of the Corporation at a meeting in which a quorum exists.

**ARTICLE XI - MANAGEMENT OF CORPORATE AFFAIRS**

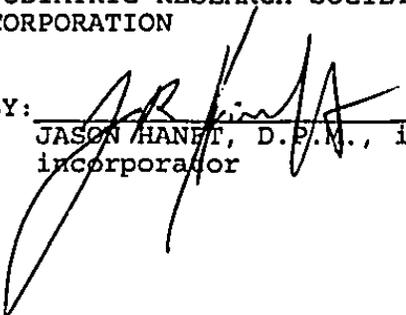
The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors. The number of directors herein provided shall be set forth in the By-Laws of the Corporation. This Corporation shall have three (3) directors initially. The number of the directors may either be increased or decreased from time to time as provided in the By-Laws, but shall never be less than three (3).

**ARTICLE XII - MEMBERS**

This Corporation shall have no capital stock. This Corporation shall have members with such rights as provided in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator of the Corporation have executed these Articles of Incorporation, this 6 day of February, 1996.

PODIATRIC RESEARCH SOCIETY  
CORPORATION

BY:   
JASON HANEFF, D.P.M., its  
incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Having been named as registered agent for the PODIATRIC RESEARCH SOCIETY CORPORATION, a not-for-profit Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of the registered agent.

REGISTERED AGENT:

KTG&S REGISTERED AGENT CORPORATION

Dated: February 13, 1996

By: Marc Auerbach  
Marc H. Auerbach, President

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