



# JASON PSALTIDES & ASSOCIATES

A PROFESSIONAL CORPORATION INCLUDING LAW OFFICES

SAWGRASS INTERNATIONAL CORPORATE PARK  
14101 NW 4TH STREET  
SUNRISE, FLORIDA 33325

845-9500

MIAMI: 305 624-6665  
FT. LAUDERDALE: 305 845-9500  
FAX: 305 845-9505  
WATS: 800 637-8278

# N96000001105

January 31, 1996

Secretary of State  
Corporate Division  
The Capitol  
Tallahassee, FL 32304

Re: Medical Doctors' Research Institute, Inc.

Gentlemen:

000001714110  
-02/13/96--01134--001  
\*\*\*105.00\*\*\*105.00  
000001714110  
02/13/96--01134--001  
\*\*\*\*105.00 \*\*\*\*70.00

I wish to change the status of the above corporation from a For-Profit Corporation to a Not-For-Profit Corporation. I wish to dissolve the for-profit corporation and file new Articles of Incorporation for the new not-for-profit corporation. Pursuant to instructions from your office, enclosed is the affidavit required for the status change.

File the for-profit dissolution first, followed by the Articles of Incorporation for the new not-for-profit corporation.

I am enclosing an original of the Articles of Incorporation. In addition, a check for the amount of \$105.00 is enclosed for the required fees:

Not-for-profit filing fee      \$ 70.00  
Dissolution fee                 \$ 35.00

Please advise me if you need anything further.

Very truly yours,

Jason K. Psaltides, Esq.

FEB 16 1996 BSB

2295

W96-3666

Jason Psaltides GAVE  
AUTHORIZATION BY PHONE TO  
CURRENT directors never less  
DATE 1/27/96  
SIGNED BY BSB

FILED  
96 FEB 7 PM 3:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 16, 1996

JASON PSALTIDES & ASSOCIATES  
SAWGRASS INTERNATIONAL CORPORATE PARK  
14101 N.W. 4TH STREET  
SUNRISE, FL 33325

SUBJECT: MEDICAL DOCTORS' RESEARCH INSTITUTE, INC.  
Ref. Number: W96000003666

We have received your document for MEDICAL DOCTORS' RESEARCH INSTITUTE, INC. and your check(s) totaling \$105.00. However, the document has not been filed and is being retained in this office for the following:

Article of dissolution must be filed before we can file a new corporation by this name. Enclosed are blank forms for your convenience.

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) 487-6925.

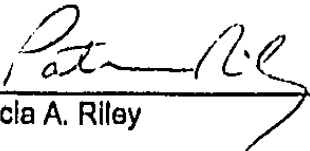
Brenda Baker  
Corporate Specialist

Letter Number: 996A00006984

**AFFIDAVIT**

I, Patricia A. Riley, an officer and Director of Medical Doctor's Research Institute, Inc., Corporation Number P000007404, state that the corporation, via a resolution, has authorized the dissolution of the for-profit corporation, has authorized the entity to be changed to a not-for-profit corporation, and has agreed to transfer the corporate name to the not-for-profit corporation.


Additionally, the corporation, via a resolution, has agreed to never revoke the dissolution of the for-profit corporation.

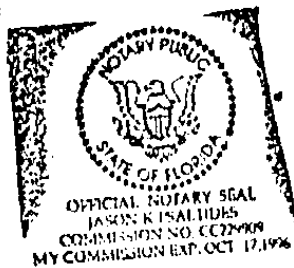
  
\_\_\_\_\_  
Patricia A. Riley

STATE OF FLORIDA  
COUNTY OF BROWARD

Before me, the undersigned authority, personally appeared Patricia A. Riley, who is personally known to me, who upon being duly sworn, attested that the above information is true.

SWORN TO AND SUBSCRIBED before me the undersigned authority, on January 31, 1996.

  
\_\_\_\_\_  
Notary Public

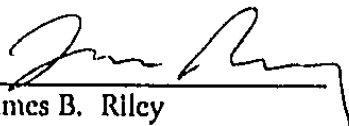


RESOLUTION - MEDICAL DOCTORS' RESEARCH INSTITUTE, INC.

On January 29, 1996 the Board of Directors conducted a meeting at Medical Doctors' Research Institute's business address at 14101 NW 4th Street, Sunrise, Florida and approved the following Corporate Resolution:

That Medical Doctors' Research Institute is authorized to dissolve the for-profit corporation and change to a not-for-profit corporation. The Board of Directors has agreed to transfer the corporate name to the not-for-profit corporation and has agreed to not revoke the dissolution of the for-profit corporation.

Approved this 29th day of January, 1996.

  
James B. Riley  
Director and President

Corporate Seal



ARTICLES OF INCORPORATION  
OF  
MEDICAL DOCTORS' RESEARCH INSTITUTE, INC.  
A CORPORATION NOT FOR PROFIT

**FILED**  
96 FEB 27 PM 1:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby associate for the purpose of becoming incorporated under the laws of the State of Florida applicable to Corporations Not for Profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation shall be Medical Doctors' Research Institute, Inc., and is to be located in Sunrise, Broward County, Florida.

**ARTICLE II. PURPOSE**

To promote, foster and develop medical research in the fields of nutrition, aging, preventive practices and other medical research incentives, and all related incidental medical research activities.

To promote, stimulate and develop any project which the corporation deems to be in the best interest and welfare of the membership and/or other research affiliates and directors of the Medical Doctors' Research Institute, Inc.

To buy, sell, own, hold and operate real and personal property of all kinds necessary or incident to the within purposes; to own, buy, sell, mortgage and encumber in any manner, lease and improve real estate and personal property for itself and others, either as Trustee or otherwise.

**ARTICLE III. USE OF INCOME**

All revenue, profit, income and money received from the conduct of such corporation is to be used and employed in educational, charitable, research, benevolent and missionary or recruiting work and

not for the benefit of the members of said corporation, either individually or collectively. The corporation's directors and officers may receive reasonable compensation for their services as permitted by the By-Laws.

#### ARTICLE IV. REGISTERED AGENT AND ADDRESS

The following is the designation of Registered Agent and Office of this Corporation Not For Profit:

Office: Medical Doctors' Research Institute, Inc.  
14101 NW 4th Street  
Sunrise, Florida 33325

Agent: Patricia A. Riley  
14101 NW 4th Street  
Sunrise, Florida 33325

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI. MEMBERSHIP

This corporation shall consist of two or more Directors who shall approve membership, being available to any Medical Doctor or medical researcher, Commissioned or Warrant Officer of the US Public Health Service or medical corp of the Armed Forces of the United States, any medical researchers from the university level, private industry or Center for Disease Control. Residency of the State of Florida is not mandatory. Members shall be admitted by the Board of Directors, in the manner provided in the By-Laws. All members shall have a benevolent and abiding interest in promoting the purposes of the Medical Doctors' Research Institute, Inc. and the general health of the citizens of the world.

It being expressly a part of these Articles that no member shall receive or be lawfully entitled to receive any salary or other remuneration for service in connection with the administration of

the affairs of this corporation, but may be reimbursed for actual expenses incurred and authorized by the Board of Directors.

#### ARTICLE VII. INITIAL OFFICERS AND DIRECTORS

The Board of Directors of this corporation shall consist of not fewer than three and no more than seven (7) members, four (4) of whom shall be designated as Officers of said corporation; and which Board of Directors and Officers shall manage the affairs of this corporation, and will be elected every year at the Annual Meeting. The date and time of Annual Meetings shall be as designated in the By-Laws of this corporation. Said officers to be President, Vice-President, Secretary, and Treasurer. The initial Officers and Directors and their names and addresses shall be as follows:

NAME	ADDRESS	OFFICE
James Riley	Medical Doctors' Research Institute, Inc. 14101 NW 4th Street Sunrise, Florida 33325	President / Director
Patricia Riley	Medical Doctors' Research Institute, Inc. 14101 NW 4th Street Sunrise, Florida 33325	Vice President /Director

#### ARTICLE VIII. BY-LAWS

The By-Laws of the corporation are to be made, altered or rescinded by the Board of Directors.

#### ARTICLE IX. INDEBTEDNESS

There shall be no limitation upon the amount of indebtedness that this corporation may incur.

#### ARTICLE X. MEETINGS

The membership of this corporation shall meet at least once every year, at a time and date established by the By-Laws. However, meetings may be more frequent at the discretion of a majority of the Board of Directors by written notice to the membership.

ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended by an amendment proposed at any meeting of the membership, the same to be approved by a majority of the Board of Directors.

  
\_\_\_\_\_  
Patricia A. Riley  
Incorporator

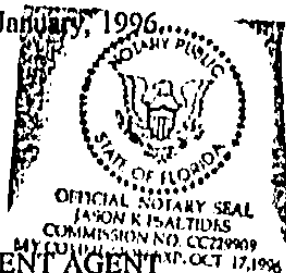
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, personally appeared Patricia A. Riley, to me well-known and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged before me that she executed the same for the purpose therein expressed.

WITNESS my hand and official seal this 31st day of January, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC



ACCEPTANCE BY RESIDENT AGENT

The undersigned Resident Agent accepts designation of this appointment and acts as Resident Agent for Service of Process

DATED this 31st of January, 1996

  
\_\_\_\_\_  
Patricia A. Riley