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LAW OFFICES
SUSAN K. BAUMEL
PROFESSIONAL ASSOCIATION
750 SOUTH DIXIE HIGHWAY
BOCA RATON, FLORIDA 33432

TELEPHONE (407) 394-5557

FILED

96 MAR 25 PM 2:50

FACSIMILE (407) 394-2086, OF STATE
TALLAHASSEE, FLORIDA

March 21, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

400001756924
-03/26/96--01036--002
***122.50 ***122.50

Re: MAGNETIC IMAGING RESEARCH & EDUCATION FOUNDATION, INC.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
TOTAL:	<u>\$122.50</u>

Please direct the certified copy of the Articles and any questions to the undersigned.

Sincerely,

SUSAN K. BAUMEL, P.A.

E. Patrick Heeney

E. Patrick Heeney
Corporate Paralegal

Enclosures

3/4/2/76

ARTICLES OF INCORPORATION
OF

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MAGNETIC IMAGING RESEARCH & EDUCATION FOUNDATION, INC.
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation is MAGNETIC IMAGING RESEARCH & EDUCATION FOUNDATION, INC.

ARTICLE II
PURPOSE

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III
EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV
MEMBERSHIP

(a) The regular members of the Corporation shall consist of the Directors of MAGNETIC IMAGING RESEARCH & EDUCATION FOUNDATION, INC. Election of a Director pursuant to Article VII (a) hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a regular member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

ARTICLE V
LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, as the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986,

as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so 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 future United States Internal Revenue law.

(c) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(d) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

(e) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, 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.

(f) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Thomas S. Murphy, 2716 Oakbrook Manor, Ft. Lauderdale, Florida 33332.

ARTICLE VII
MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of three persons provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies.

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or By-laws may be taken without a meeting if the total Board of Directors shall individually or collectively consent in writing to such action; such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Brian J. Murphy, M.D.	5116 SW 57th Avenue Miami, FL 33155
Thomas S. Murphy	2716 Oakbrook Manor Ft. Lauderdale, FL 33332
Cary Hoffman, M.D.	9290 S.W. 72 St. Miami, FL 33173

(b) Officers. The Officers of the Corporation shall consist of the President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the By-laws.

The present officers are as follows:

President/Treasurer	Brian J. Murphy, M.D.
Secretary	Thomas S. Murphy

The duties and powers of the Officers shall be as set forth in the By-laws.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is 2716 Oakbrook Manor, Ft. Lauderdale, Florida 33332.

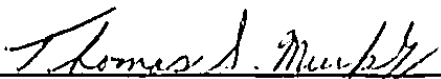
The name of the registered agent of this Corporation at the above address is Thomas S. Murphy.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE IX
MISCELLANEOUS

By-laws. Subject to the limitations contained in the Articles of Incorporation, the By-laws, the Corporations Not-for-Profit Law of Florida, Chapter 617, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefore in the By-laws.

Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.


Thomas S. Murphy, Subscriber

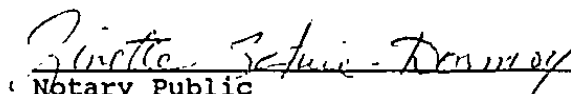
STATE OF FLORIDA)
COUNTY OF Broward) SS

The foregoing instrument was acknowledged before me by Thomas S. Murphy this 18th day of March, 1996.

CHECK ONE

☐ Personally known to me

☒ Provided identification as follows: FLDL# 12610-837-32-268-0


Notary Public



Ginette Estime-Dormoy
MY COMMISSION # CC508421 EXPIRES
November 7, 1999
BONDED THROUGH TROY FAIN INSURANCE, INC.

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

FILED
MAR 25 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That MAGNETIC IMAGING RESEARCH & EDUCATION FOUNDATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 5116 S.W. 57 Avenue, Miami, Florida 33155 has named Thomas S. Murphy, located at 2716 Oakbrook Manor, Ft. Lauderdale, Florida 33332, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Thomas S. Murphy
Thomas S. Murphy