

N 96000003625

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Children's Telemedical Health Fund, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 payable to the Department of State for Filing Fee, Designation of Registered Agent, and Certificate under seal.

Thank you very much.

FROM: Arthur H. Bleich
8800 N. Bayshore Dr.
Miami, FL 33138
(305) 754-1993

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96 JUL -5 AM 8:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GB 7/10/96

ARTICLES OF INCORPORATION
OF

Children's Telemedical Health Fund, Inc.

A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I:
Name**

The name of the corporation shall be: Children's Telemedical Health Fund, Inc..

**ARTICLE II:
Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be: 8800 N. Bayshore Dr., Miami, FL 33138.

**ARTICLE III:
Purposes**

The specific purposes for which the corporation is organized are:

To provide free primary and specialized medical care to indigent children in medically underserved areas of the U.S. and other countries through the technology of telemedicine.

This corporation is organized for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE IV:
Manner of election of officers**

The manner in which the directors are elected or appointed shall be stated in the bylaws of the corporation.

**ARTICLE V:
Limitation of corporate powers**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

**ARTICLE VI:
Initial registered agent and street address**

The name and the street address of the initial registered agent is: Arthur H. Bleich, 8800 N. Bayshore Dr., Miami, FL 33138.

**ARTICLE VII:
Additional provisions**

Any additional provisions for the operation of the corporation are as follows:

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VIII:
Dissolution**

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX:
Incorporator**

The name and the street address of the incorporator for these articles of incorporation is: Arthur H. Bleich, 8800 N. Bayshore Dr., Miami, FL 33138

The undersigned incorporator has executed these Articles of Incorporation this
3rd day of July 1996

Signature of Incorporator:

Arthur H. Bleich

Arthur H. Bleich

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Children's Telemedical Health Fund, Inc.

2. The name and address of the registered agent and office is:

Arthur H. Bleich

8800 N. Bayshore Dr.

Miami, FL 33138

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Arthur H. Bleich

3 July 1996

Date