

N96000004092

LAW OFFICES OF

Frank W. Ricci, P.C.

IMMIGRATION & CUSTOMS ATTORNEYS

FILED

96 AUG -5 11 34

FILE

BETTINA DIETCH
OFFICE ADMINISTRATOR

SENIOR PARALEGAL
BETTY ADLERING

PARALEGAL STAFF
SUSAN E. CAIRL
MARTINA FLORES
LISA MILAM
KRISTIN PEREZ
ESTI VOLLINGER

OF COUNSEL
DOMINICK D. FARACI

FRANK W. RICCI

*MEMBER INDIANA BAR ONLY
PRACTICE LIMITED EXCLUSIVELY
TO IMMIGRATION & CUSTOMS LAW
ALSO ADMITTED
UNITED STATES SUPREME COURT

U.S. TAX COURT

U.S. COURT OF INTERNATIONAL TRADE

U.S. COURT OF APPEALS
FOR THE FEDERAL CIRCUIT

July 3, 1996

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
JUL 10 1996
U.S. DEPT. OF STATE

Attn: Division of Corporations

RE: O and M Medical Education Association (Non-Profit)

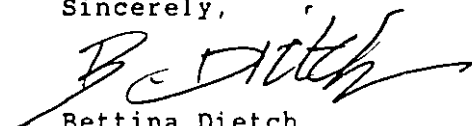
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation together with a check in the amount of \$122.50 for the above-referenced Corporations to be filed with your office.

I am also enclosing an extra copy of the Articles for you to stamp it "filed" and return to me in the enclosed self-addressed stamped envelope.

If you have any questions, please feel free to contact me.

Sincerely,



Bettina Dietch
Office Administrator

W96-14465
624

/bd
enc.

TH
8-6-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 10, 1996

BETTINA DIETCH
4360 NORTHLAKE BLVD
SUITE 205
PALM BEACH GARDENS, FL 33410

SUBJECT: O AND M MEDICAL EDUCATION ASSOCIATION
Ref. Number: W96000014465

We have received your document for O AND M MEDICAL EDUCATION ASSOCIATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

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) 487-6931.

Garrett Blanton
Document Specialist

Letter Number: 496A00033657



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

BETTINA DIETCH
4360 NORTHLAKE BLVD
SUITE 205
PALM BEACH GARDENS, FL 33410

SUBJECT: O AND M MEDICAL EDUCATION ASSOCIATION, INC.
Ref. Number: W96000014465

We have received your document for O AND M MEDICAL EDUCATION ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must include original signatures.

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 196A00035289

FLORIDA DEPARTMENT OF STATE
ARTICLES OF INCORPORATION
FOR FLORIDA NONPROFIT CORPORATION

FILE
96 AUG - 11 3 46

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 617.0401 IS:
O and M Medical Education Association, Inc.

SECOND: THE PURPOSE(S) FOR WHICH THE CORPORATION IS ORGANIZED IS:
Non-profit Medical Research

THIRD: THE ADDRESS OF THE PRINCIPAL OFFICE, IF KNOWN, AND THE MAILING ADDRESS OF THE CORPORATION IS:

4360 Northlake Blvd. Suite 209
Palm Beach Gardens, FL 33410

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS
4360 Northlake Blvd., Suite 209, Palm Beach Gardens, FL 33410
AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS
Martin E. Washofsky

FIFTH: THIS CORPORATION IS ORGANIZED UNDER A NON-STOCK BASIS.

*SIXTH: THE MANNER IN WHICH THE DIRECTORS ARE TO BE ELECTED **[or APPOINTED] IS AS
FOLLOWS: Initial directors are the founders. Subsequent directors
are to be appointed and approved by membership.

*SIXTH: THE METHOD OF ELECTION OF DIRECTORS IS STATED IN THE BYLAWS.

***SEVENTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF
THE CORPORATION IS (3) Three (Not less than 3), AND THE NAMES AND ADDRESSES
OF THE PERSONS WHO ARE TO SERVE INITIALLY ARE: Joseph E. Oesterling, M.D., President,
Martin E. Washofsky, Frank W. Ricci, 4360 Northlake Blvd., #209, PBG, FL 33410

***EIGHTH: THE NAMES OF THE PERSONS **[OR THE DESIGNATIONS OF ANY GROUPS OF PERSONS]
WHO ARE TO BE THE INITIAL MEMBERS OF THE CORPORATION ARE AS FOLLOWS: Joseph E. Oesterling
Martin E. Washofsky, Frank W. Ricci

***NINTH: (a) THE CLASS(ES) OF MEMBERS IN THE CORPORATION IS DESIGNATED AS FOLLOWS:

One Class of Membership

(b) THE QUALIFICATION AND RIGHTS OF THE MEMBERS OF EACH CLASS ARE AS
FOLLOWS:

Ability to help the medical research.

Vote on directors

***TENTH: MEMBERSHIP IN THE CORPORATION IS TRANSFERABLE AS FOLLOWS** [OR IS NOT
TRANSFERABLE.]: Not transferrable

***ELEVENTH: THE MANNER OF TERMINATION OF MEMBERSHIP IN THE CORPORATION IS AS FOL-
LOWS: Volunteer resignation or termination approved by the Board by actions
not becoming a member.

***TWELFTH: UPON TERMINATION OF MEMBERSHIP, THE RIGHTS OF THE CORPORATION, THE TER-
MINATED MEMBERS, AND THE REMAINING MEMBERS, ARE AS FOLLOWS: Right to replace new
members.

*(Alternate provisions from which to choose from)

**(Choose as applicable)

*** (Optional provision)

***THIRTEENTH: 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 1954 OR CORRESPONDING SECTIONS OF ANY PRIOR OR FUTURE LAW, OR THE FEDERAL, STATE OR LOCAL GOVERNMENT FOR EXCLUSIVE PUBLIC PURPOSE.

***FOURTEENTH: THE CORPORATION WILL BE SUBORDINATE TO AND SUBJECT TO THE AUTHORITY OF THE FOLLOWING: Department Florida State accreditation for Medical Research

**[ANY HEAD OR NATIONAL ASSOCIATION, LODGE, ORDER, BENEFICIAL ASSOCIATION FRATERNAL OR BENEFICIAL SOCIETY, FOUNDATION, FEDERATION, OR OTHER CORPORATION, SOCIETY, ORGANIZATION, OR ASSOCIATION NOT FOR PROFIT]:

***FIFTEENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE: Code of ethics.

****SIXTEENTH: THE CORPORATE POWERS AUTHORIZED UNDER THE FLORIDA NONPROFIT CORPORATION ACT SHALL BE LIMITED AS FOLLOWS: Promote/provide for medical research

SEVENTEENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS: Martin E. Washofsky, 4360 Northlake Blvd., Suite 209, Palm Beach Gardens, FL 33410

***EIGHTEENTH: ATTACHED IS A CERTIFIED COPY OF THE CHARTER OF THE CORPORATION WHICH HAS BEEN REINCORPORATED UNDER SECTION 617.0901.

THE UNDERSIGNED HAS EXECUTED THESE ARTICLES OF INCORPORATION

THIS 3rd DAY OF July, 19 96

By:

(Signature of an Incorporator)

Martin E. Washofsky

(Type Name)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO RECEIVE SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THESE PROVISIONS, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

DATED 7/3, 19 96

By:

(Officer of Corporation)

Martin E. Washofsky, Director

Name

**(Choose as applicable)

***[Optional provision]

***[If the circumstances do not apply, then type "Not Applicable" or "N/A".]

N96000004092
LAW OFFICES OF
Frank W. Ricci, P.A.

FRANK W. RICCI*
*MEMBER INDIANA BAR ONLY
PRACTICE LIMITED EXCLUSIVELY
TO IMMIGRATION & CUSTOMS LAW
ALSO ADMITTED:
UNITED STATES SUPREME COURT

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U.S. COURT OF APPEALS
FOR THE FEDERAL CIRCUIT

IMMIGRATION & CUSTOMS ATTORNEYS

BETTINA DIETCH
OFFICE ADMINISTRATOR

SENIOR PARALEGAL
BELLE AHLERING

PARALEGAL STAFF
SUSAN E. CAIRL
MARTINA FLORES
LISA MILAM
KRISTIN PEREZ
ESTI VOLLINGER

OF COUNSEL:
DOMINICK D. FARACI

December 16, 1996

FEDERAL EXPRESS

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

100002031281--4
-12/17/96--01126--011
*****70.00 *****35.00

Attn: Amendment Section

Dear Sir/Madam:

Enclosed please find two (2) amendment to the articles of
Incorporation together with a check in the amount of \$70.00 to be
filed with your office.

If you have any questions, please feel free to contact our office.

Sincerely,

B. Dietch
Bettina Dietch
Office Administrator

/bd
encl.

FILED
96 DEC 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS DEC 30 1996

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

O AND M MEDICAL EDUCATION ASSOCIATION, INC.

a Florida Nonprofit Corporation

(present name)

FILED
96 DEC 17 AM 8:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article Seven: Names and addresses of the Directors

The following director is hereby deleted from this corporation:

Joseph E. Oesterling, M.D., President
4360 Northlake Blvd., Suite 209
Palm Beach Gardens, FL 33410

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: 12/16/96.

FOURTH: Adoption of Amendment(s) (check one)

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

*The number of votes cast for the amendment(s) was/were sufficient for approval by _____
(voting group)

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 16th day of December, 19 96.

Signature _____

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

FRANK W. RICCI

Typed or printed name

DIRECTOR

Title