

N98000005605



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REFERENCE : 977563 5379C

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 122.50

ORDER DATE : September 29, 1998

ORDER TIME : 11:19 AM

ORDER NO. : 977563-005

CUSTOMER NO: 5379C

CUSTOMER: Kim Newberry, Legal Assistant  
HARRIS BARRETT MANN & DEW

811b Cypress Village Blvd.

Ruskin, FL 33573

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 29 PM 1:49

DOMESTIC FILING

NAME: GLOBAL MEDICAL RELIEF  
INCORPORATED

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS

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# ARTICLES OF INCORPORATION

OF

## GLOBAL MEDICAL RELIEF INCORPORATED

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The undersigned, DR. RONALD H. CLARK and MELVIN MYER, hereby associate ourselves together for the purpose of organizing a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes and all acts amendatory thereto, and to that end, certify as follows:

### **ARTICLE I**

#### **NAME**

The name of the Corporation is **GLOBAL MEDICAL RELIEF INCORPORATED.**

### **ARTICLE II**

#### **DURATION**

The term of existence of the Corporation is perpetual.

### **ARTICLE III**

#### **PURPOSES**

1. Permitted Activities. The general nature and the object and purpose of this corporation shall be to function as a medical relief organization that sets up hospitals, clinics and provides: medical relief, primary health care, and vaccinating programs; establishes feeding programs; provides family planning education and agricultural planning; fulfills basic humanitarian

needs inside and outside the United States; and educates, treats and promotes the well being of the whole man - spirit, soul and body; subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, benevolent, eleemosynary, medical, religious, social, cultural, and scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may now exist or as they may hereafter be amended. The Corporation shall have any and all lawful powers provided in Florida Statutes that are not in conflict with these Articles. This Corporation shall further be empowered to purchase, improve, rent, lease, own, mortgage, hold, enjoy, maintain, sell and develop real estate and deal in real property of every description; to borrow money and contract debts, and to issue bonds, promissory notes or other obligations and evidences of indebtedness; and to do all and everything necessary and proper for the accomplishment of the objects enumerated herein or necessary or incidental to the specific powers and privileges which are, can be, or may be granted to corporations under the laws of the State of Florida.

2. Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by:

(a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") or the corresponding provision of any future United States Internal Revenue Law, or

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Law.

In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

(A) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.

(B) To carry on propaganda or to attempt to lobby or influence legislation.

(C) To intervene in any political campaign or to endorse any candidate for public office.

(D) To do any of the following:

(1) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;

(2) To pay excessive salaries or other compensation over a reasonable allowance to;

(3) To make any part of the Corporation's services available on a preferential basis to;

(4) To make substantial purchase of securities or other property for less than adequate consideration from;

(5) Sell any substantial part of the property of the Corporation for less than an adequate consideration; or

(6) To engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of Fifty-One percent of the total combined voting power of such corporation.

(7) Engage in any act of "self-dealing", as defined in Section

4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Code.

(8) Retain any "excess business holdings", as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.

(9) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944 of the Code, so as to give rise to any liability for the tax imposed by Section 4944(a) of the Code.

(10) Make any "taxable expenditures", as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.

(11) Issue loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by a Corporation to its directors or officers, or to any other corporation, firm, association, or other entity in which one or more of its directors or officers is a director or officer or holds a substantial financial interest, except a loan by one corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code, to another corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

(E) To violate the provision of Florida Statutes, Chapter 617, where applicable.

3. Dissolution. 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 Code or corresponding sections of any prior or future law, or to the Federal, State or local governments for exclusive public purposes as provided in Florida Statutes, Section 617.1406.

## ***ARTICLE IV***

### **DIRECTORS**

There shall be a minimum of three (3) and a maximum of five (5) members of the Board of Directors of the Corporation until the number of Directors is changed by the affirmative vote of the members as provided in the By-Laws. The Directors are elected as provided in the By-Laws. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
<b>DR. RONALD H. CLARK</b>	<b>6850 Living Water Place Tampa, FL 33610</b>
<b>JOHN L. GENTRI, M.D.</b>	<b>1811 E. Chapel Tree Circle Brandon, FL 33511</b>
<b>MICHAEL McCORD</b>	<b>1907 Saddlelake Brandon, FL 33511</b>
<b>MELVIN MYER</b>	<b>3502 Henderson Blvd., Suite 300 Tampa, FL 33688</b>

## ***ARTICLE V***

### **OFFICERS**

The affairs of the Corporation are to be managed by a President, Vice President, Secretary and a Treasurer. The Board of Directors may create other offices. All officers will be appointed by the Board of Directors annually at the regular annual meeting of the Board of Directors. The names of the persons who are to serve as officers until the first appointment of officers under these Articles of Incorporation and their respective offices are:

**Name**

**Office**

**Dr. Ronald H. Clark**

**President**

**John L. Gentry, M.D.**

**Vice President**

**Melvin Myer**

**Secretary**

**Michael McCord**

**Treasurer**

***ARTICLE VI***

**MEMBERS**

The Corporation shall have no members.

***ARTICLE VII***

**BY-LAWS**

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

***ARTICLE VIII***

**AMENDMENTS TO ARTICLES**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors as specified under the laws of Florida.

***ARTICLE IX***

**PRINCIPAL OFFICE AND REGISTERED OFFICE**

The principal office of the corporation shall be located at 6850 Living Water Place, Tampa, FL 33610.

The name and street address of the initial registered agent of the corporation in the State of Florida is: **V. JEAN OWENS, ESQ.**, 811-B Cypress Village Boulevard, Ruskin, Florida 33573. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

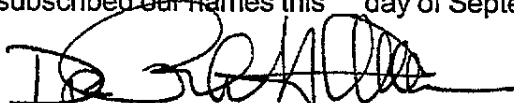
## **ARTICLE X**

### **INCORPORATORS**

The names and residence addresses of the subscribers of the Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
<b>DR. RONALD H. CLARK</b>	<b>6850 Living Water Place Tampa, FL 33610</b>
<b>MELVIN MYER</b>	<b>3502 Henderson Blvd., Suite 300 Tampa, FL 33688</b>

IN WITNESS WHEREOF, we have subscribed our names this      day of September, 1998.

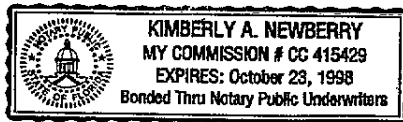
  
\_\_\_\_\_  
**DR. RONALD H. CLARK, Incorporator**

  
\_\_\_\_\_  
**MELVIN MYER, Incorporator**

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of September, 1998, by **DR. RONALD H. CLARK**, who is personally known to me or who has produced a Drivers License as identification.

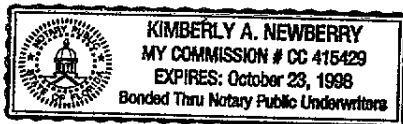


*Kimberly A. Newberry*  
Printed Name:  
Notary Public  
My Commission Expires:  
Serial Number:

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of September, 1998, by **MELVIN MYER**, who is personally known to me or who has produced a Drivers License as identification.



*Kimberly A. Newberry*  
Printed Name:  
Notary Public  
My Commission Expires:  
Serial Number:

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

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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.

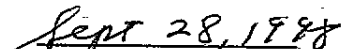
1. The name of the corporation is: **GLOBAL MEDICAL RELIEF INCORPORATED.**

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

**V. JEAN OWENS, ESQ.**  
811-B Cypress Village Boulevard  
Ruskin, FL 33573

*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 the 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.*

  
**V. JEAN OWENS, ESQ.**

  
(Date)