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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FRIENDS OF THE BURN CENTER, INC. (Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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ARTICLES OF INCORPORATION

OF

FRIENDS OF THE BURN CENTER, INC.  
a Florida Not-For-Profit Corporation

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not-for-profit, under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not-for-profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation and its principal place of business shall be FRIENDS OF THE BURN CENTER, INC., 12651 South Dixie Highway, Suite 321, Miami FL 33156.

ARTICLE II

PURPOSES

1. To promote the general welfare of, and to raise money through charitable contributions which would provide for continuing services, education, research and burn prevention programs for the benefit of, the University of Miami/Jackson Memorial Hospital Burn Center ("UMJM Burn Center") and its patients; to make provision for the system of specialized health care provided to burn victims in order to insure that optimal levels of care are available and accessible to all burn patients, regardless of ability to pay, geographic location, treatment option selected, particular complication(s), age, race, sex, ethnic group or any other identifiable constraint to the provision of quality care to all;

2. To do all things necessary to carry on and accomplish the purposes for which it is organized and chartered, including authority and power to enter into, make, and perform contracts of every kind and description;

3. To borrow, lend or raise money for any of the purposes of the corporation from time to time without limit as to amount; and

4. To exercise any specific or general powers granted to similar corporations under the laws of the State of Florida and the United States of America.

5. Notwithstanding any other provision of these Articles, these purposes are limited to those described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or any other corresponding provisions of any future United States Internal Revenue Code.

### ARTICLE III

#### MEMBERSHIP

Any person, natural or corporate, shall be eligible for membership in the corporation upon application to and approval by the Board of Directors, subject to any admission requirements contained in the By-Laws of the corporation.

### ARTICLE IV

#### TERM OF EXISTENCE

The corporation is to exist perpetually.

### ARTICLE V

#### SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

Laura Kupinski	of	8920 SW 175th Terrace Miami FL 33157
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Steven D. Lowe	of	19120 SW 270th St. Homestead FL 33031
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Carlos Llano	of	2371 SW 24th Terrace Miami FL 33145
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### ARTICLE VI

#### OFFICERS

1. The Officers of the corporation shall be a President, a Vice President, a Secretary and Treasurer, and such other officers as may be provided for in the By-Laws.

2. The names of the persons who are to serve as Officers of the corporation until the first meeting of the Board of Directors are:

Laura Kupinski, President

Carlos Llano, Vice President

Nicolle Van Meter, Secretary

Steven D. Lowe, Treasurer

3. The Officers shall be elected at the annual meeting of the Board of Directors, or as provided for in the By-Laws.

#### ARTICLE VII

##### BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) Directors initially. The number of directors may be increased from time to time by the By-Laws, but shall never be less than five (5). The terms of the Directors may be staggered so that one-third shall be elected each year for three-year terms, in accordance with such procedures as may be set in the By-Laws.

2. The Board of Directors shall be members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

4. The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first meeting of the corporation, are:

Sandra Damasio	of	169 NE 16th Court Dania FL 33004
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Tim Morrow	of	6555 W. 26th Drive #13 Bld 35 Hialeah FL 33014
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Mel Mendelsohn	of	9751 Palmetto Club Lane West Miami FL 33157
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Connie Kazanjian	of	5333 Collins Ave Apt #809 Miami Beach FL 33014
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Joyce Feldman	of	1330 Camellia Circle Weston FL 33226
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## ARTICLE VIII

### BY-LAWS

1. The Board of Directors of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

## ARTICLE IX

### AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose, by a two-thirds vote of those present.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit such amendments.

## ARTICLE X

### LOCATION

The main office of this corporation shall be located at 12651 South Dixie Hwy., Suite 321, Miami FL 33156, or at such other place as shall be designated by the Board of Directors.

## ARTICLE XI

### DESIGNATION OF REGISTERED AGENT

The initial Registered Agent for this corporation and the address of the Registered Agent are:

John B. Agnetti, Esquire  
909 North Miami Beach Boulevard, Suite 201  
North Miami Beach, Florida 33162

## ARTICLE XII

### USE OF BUSINESS

This corporation shall not have nor issue shares of stock. No dividends shall be paid, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes hereinbefore set forth. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any person or political party. Notwithstanding any other provisions of these Articles, the 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); or

b. By a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

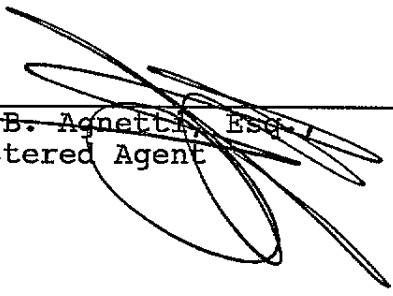
## ARTICLE XIII

### DISPOSITION OF PROPERTY UPON DISSOLUTION




Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court 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 purpose.

**ACKNOWLEDGEMENT**

Having been named initial registered agent for the above state corporation, at the initial registered office designated, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping said office open.

  
\_\_\_\_\_  
John B. Agnetta, Esq.  
Registered Agent

IN WITNESS WHEREOF, We, the undersigned subscribing incorporators, have hereunto set our hands and seals, this 3<sup>RD</sup> day of MAY, 1999, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

 (SEAL)  
LAURA KUPINSKI  
 (SEAL)  
STEVEN D. LOWE  
 (SEAL)  
CARLOS LLANO

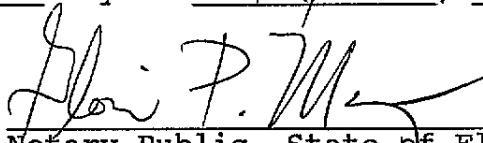
STATE OF FLORIDA ]  
COUNTY OF MIAMI-DADE ] ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and county aforesaid to take acknowledgements, personally appeared LAURA KUPINSKI


to me personally known to be the person described in and who executed the foregoing instrument, or who presented the following identification N/A

and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 3<sup>RD</sup> day of MAY, 1999.

  
Notary Public, State of Florida

My Commission Expires:

 Gloria P Munoz  
My Commission CC803701  
Expires February 21, 2003



STATE OF FLORIDA ]

COUNTY OF MIAMI-DADE ] ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and county aforesaid to take acknowledgements, personally appeared STEVEN D. LOWE

to me personally known to be the person described in and who executed the foregoing instrument, or who presented the following identification N/A

and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 3RD day of MAY, 1999.

Gloria P. Munoz  
Notary Public, State of Florida

My Commission Expires:



Gloria P Munoz

My Commission CC803701

Expires February 21, 2003

STATE OF FLORIDA ]

COUNTY OF DADE ] ss:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and county aforesaid to take acknowledgements, personally appeared CARLOS LLANO

to me personally known to be the person described in and who executed the foregoing instrument, or who presented the following identification N/A

and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid, this 3RD day of MAY, 1999.

Gloria P. Munoz  
Notary Public, State of Florida

My Commission Expires:



Gloria P Munoz

My Commission CC803701

Expires February 21, 2003

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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