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Jaime Restrepo
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November 10, 1999

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

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Re: Florida Society of Orthopedic Physicians Assistants, Inc. (a not for profit corporation)

Dear Sir or Madam:

Please find enclosed the appropriate paperwork to form the above referenced corporation. I have included the Bylaws of the Corporation for your recognition and approval. Such will be necessary in order to satisfy IRS requirements for Exempt Status.

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

Sincerely,



Jaime Restrepo

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

xxx Florida Society of Orthopedic Physicians
Assistants,
Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

xxx 6 KNIGHTSbridge LN, Boynton Beach,
FLA 33426

ARTICLE III PURPOSE(S)

The specific purpose(s) for which the corporation is organized is(are):

- to form a regional chapter in cooperation with national organizations
- to promote membership awareness on application of law governing the profession
- to promote and coordinate continuing education for its members
- to establish a united representation of the members/practitioners in the immediate region
- to procure cost effective health/insurance benefits to its members

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

- Paid membership is a prerequisite to becoming a voting member and/or being appointed or elected to the Board of Directors
- The Board shall consist of five (5) members with majority required for a quorum.
- The initial Board shall be elected through an organizational meeting consisting of voting members
- Individuals seeking election to the board must submit their names, in writing, to the Incorporator, or his/her designee.
- Each voting member will cast his/her vote with the Incorporator. Candidates with the largest five number of votes will be elected to the Board.
- The Board shall hold an organizational meeting to elect its officers, which are; President, Vice President, Secretary, Treasurer, Compliance Officer.
- In the event all Board positions are not filled, the Incorporator shall appoint qualified candidates as they become voting members until such time the positions are filled.
- During the first year of the existence for the organization, the Incorporator, at his or her option, may hold a seat on the Board. He or she may relinquish that position at any time to a qualified appointee.
- Board positions shall have annual terms. Elections shall be held once per year for all positions.

ARTICLE V DISSOLUTION AND DISTRIBUTION OF ASSETS

Upon the occurrence of majority vote of the Board of Directors and approval by referendum of the voting members, the Organization shall distribute its assets, after settlement of any debt to financial institutions or creditors, to either an approved tax exempt entity, or charitable organization as approved by the Internal Revenue Service.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Jaime Restrepo
5423 NW 55th Terrace
Coconut Creek, FL 33073

ARTICLE VII INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Hebby Foley Miller *11/15/99* president

Signature/Incorporator Date
6 KNIGHTSbridge
(An additional article must be added if an effective date is requested.)
Boynton Beach, FL 33426

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

Jaime Restrepo

Signature/Registered Agent

11/15/99

Date

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TALLAHASSEE, FLORIDA

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