

P98 0000 14786  
*Danwig J. Abruzzo, P.A.*

ATTORNEY AT LAW

1044 CASTELLO DRIVE, SUITE 101 • NAPLES, FLORIDA 34103  
(941) 262-8500 • FAX: (941) 262-4301

ADMITTED TO PRACTICE  
FLORIDA  
NEW YORK

2/9/98

Florida Dept. Of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

500002429935--1

-02/13/98--01031--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: Articles of Incorporation of World Health Research Foundation, Inc.**

Dear Sir or Madame:


I have enclosed an original and one copy of the Articles of Incorporation and the Certificate of Designation, Registered Agent/Registered Office for World Health Research Foundation, Inc. for filing with your office. In addition, a check in the amount of \$78.75 has been included to cover the following fees:

Filing Fees	\$35.00
Certificate of Status/Fact	\$ 8.75
Registered Agent/Designation	<u>\$35.00</u>
Total	\$78.75

Please return a "filed", stamped copy of the Articles to this office at your earliest convenience. A return envelope is provided for your convenience.

Thank you.

Sincerely,

  
Regina D. Severance  
Paralegal

RDS/rds

cc: Dr. Malagon  
LJA

FILED  
98 FEB 13 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WORLD HEALTH MEDICAL RESEARCH FOUNDATION, INC.**

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

**ARTICLE I**

**NAME**

The name of the corporation shall be:

WORLD HEALTH MEDICAL RESEARCH FOUNDATION, INC.

**ARTICLE II**

**BUSINESS ADDRESS**

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

8050 N.W. Miami Court, Building 3200  
Miami, Florida 33150

**ARTICLE III**

**PURPOSE**

The purpose of this corporation shall be to do scientific research into cures for diseases.  
The purpose of this Foundation shall be:

1. To conduct research into the cure for AIDS, Cancer, and other debilitating diseases.
2. To provide approved medication, antibiotics, vaccines, lotions and other remedies to relieve the symptoms of those diseases.
3. To raise funds for this research.

**FILED**  
98 FEB 13 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE IV**

### **MEMBERSHIP**

The corporation shall have no capital stock. The requirements and qualifications of the members are as follows:

- A. The only member shall be the National AIDS Awareness Foundation, Inc. A nonprofit organization.

## **ARTICLE V**

### **ORGANIZATION**

1. The Corporation shall be governed by the Board whose Directors shall be selected by Members. There shall be at least Three directors.

## **ARTICLE VI**

### **DUTIES OF MEMBERS**

1. The members shall contribute towards the support and maintenance of the corporation in such manner as the Board shall determine.

## **ARTICLE VII**

### **DISSOLUTION**

1. This Corporation shall not be dissolved so long as the member desires its continuance.
2. It shall be the goal of the Corporation Board to work cooperatively and constructively with the member.
3. In case of dissolution of the Corporation, the proceeds of the sale of all property owned by the Corporation shall be distributed to the member.

## **ARTICLE VIII**

### **BYLAWS**

The corporation may adopt such bylaws as may be required for the accomplishment of its purpose.

## **ARTICLE IX**

### **AMENDMENTS**

Amendments to the Articles of Incorporation must be unanimously approved by the Board and must be ratified by the member.

## **ARTICLE X**

### **REGISTERED AGENT**

The name and the street address of the initial registered agent is:

LUDWIG J. ABRUZZO  
LUDWIG J. ABRUZZO, ESQ.  
1044 Castello Drive, Ste. 101  
Naples, Florida 34103

## **ARTICLE XI**

### **INITIAL DIRECTORS**

The tenure in office of the Board of Directors shall be until their successors be duly elected and qualified. The names and addresses of the first Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Fank Malagon	8050 NW Miami Ct. Suite 200 Miami, FL 33150
Dr. David Thornburgh	430 W San Marino Dr. Miami, FL 33150

Ludwig J. Abruzzo, P.A. 1044 Castello Dr.  
Suite 101  
Naples, FL 34103

## ARTICLE XII

### INCORPORATOR

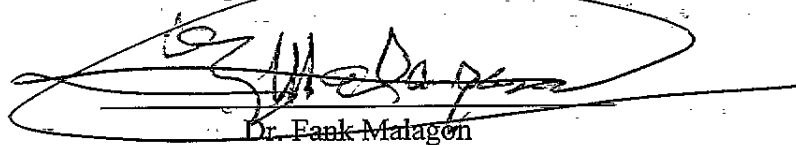
The name and address of the incorporator for the articles of incorporation is :

Dr. Fank Malagon  
8050 NW Miami Ct.  
Suite 200  
Miami, FL 33150

The undersigned incorporator has executed these Articles of Incorporation this 1 day of

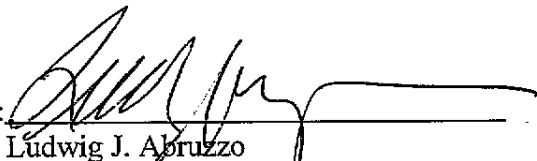
FEBRUARY, 1998

Signature of Incorporator:

  
Dr. Fank Malagon

### ACCEPTANCE BY REGISTERED AGENT

Having been named as the 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 my duties and I am familiar with and accept the obligations of my position as registered agent.

By:   
Ludwig J. Abruzzo

Dated: 2-9-98

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

Pursuant to the provisions of sections 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 agent, in the State of Florida.

1. The name of the corporation is:

WORLD HEALTH MEDICAL RESEARCH FOUNDATION, INC.

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

1044 Castello Drive, Suite 101  
Naples, FL 34103

**FILED**  
98 FEB 13 AM 8:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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.

Signature: \_\_\_\_\_

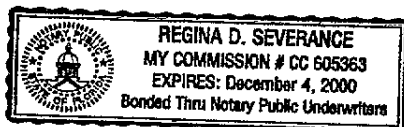
Date: 2-9-98

STATE OF FLORIDA )

COUNTY OF COLLIER )

BEFORE ME, this day, personally appeared Ludwig J. Abruzzo ~~and~~ N.A. who ~~are~~ personally known to me or who provided Florida Driver's Licenses as identification and are known to me to be the individuals named herein as Incorporators and who executed the foregoing Articles of Incorporation as said Incorporators of the above-named WORLD HEALTH RESEARCH FOUNDATION, INC. a Florida corporation, and they acknowledged to and before me that they executed said document as such Incorporators and on behalf of said corporation with due authorization to do so.

WITNESS my hand and official seal on February 9, 1998.



Regenerance  
Notary Public

My commission expires: