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FLORIDA NON-PROFIT CORPORATION

IBEROAMERICAN SOCIETY OF NEONATOLOGY (U.S.A.), INC.

~~(Sociedad Iberoamericana de Neonatología (EE.UU.), Inc.)~~

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 24, 2005

KRAMER, GREEN, ZUCKERMAN & KAHN, P.A.

SUBJECT: IBEROAMERICAN SOCIETY OF NEONATOLOGY (U.S.A.), INC.
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ARTICLES OF INCORPORATION
OF
IBEROAMERICAN SOCIETY OF NEONATOLOGY (U.S.A.), INC.
a Florida Not for Profit Corporation

WE, the undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this Corporation is **IBEROAMERICAN SOCIETY OF NEONATOLOGY (U.S.A.), INC.** (hereinafter called the "Corporation").

ARTICLE II
PHYSICAL AND MAILING ADDRESS

The street address and mailing address of this Corporation is:

c/o Amed Soliz
 3100 SW 62nd Avenue
 Miami, FL 33155

ARTICLE III
PURPOSES

This Corporation is hereby organized as a not for profit organization and is to be operated exclusively for charitable purposes for the public benefit, including, but not limited to, the improvement of life in newborns and their families in the Iberoamerican population;

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to, the improvement of life in newborns and their families in the Iberoamerican population; providing up-to-date continuing education in the field of neonatology; implementing high quality postgraduate training programs with rigorous clinical and scientific standards; participating in the planning and drawing of teaching and clinical practice guidelines, disseminating knowledge that could help improve the quality of neonatal care in centers in all participating countries; and stimulating collaborative research within rigorous ethical frameworks in investigation.

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation.

ARTICLE IV POWERS

The Corporation shall have the common law and statutory powers of a not for profit corporation which are not in conflict with the terms of the Articles of Incorporation and Bylaws of the Corporation. The Corporation shall also have all the powers necessary to implement the purposes of the Corporation.

In addition to all powers conferred on this Corporation by the State of Florida, the Corporation shall have all such powers incidental to accomplish its purposes and all the powers set forth in Chapters 607 and 617 of the Florida Statutes and the Bylaws of this Corporation, including, but not limited to, the following:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer or otherwise, any property, either real or personal, of whatever nature or description and wherever situated.

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2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, either real estate or personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

3. To borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the Corporation for money borrowed or in payment for the property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the Corporation, wherever situated.

4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other securities and property as the Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation subject to such limitations as are or may be prescribed by law.

ARTICLE V
BOARD OF DIRECTORS

1. Original Board of Directors. The Corporation shall have five (5) directors initially. The number of directors may be either increased or diminished, from time to time, pursuant to the Bylaws of the Corporation, but shall never be less than five (5). The names

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of the initial directors of this Corporation are as follows:

AMED SOLIZ

AUGUSTO SOLA

FERNANDO CABAÑAS

MARIA JOSE CASTRO

HERNANDO BAQUERO

2. Management by Directors. The property, business and affairs of the Corporation shall be managed by the board of Directors. The presence of a majority of the directors shall constitute quorum for the transaction of business. The Bylaws shall provide for the meetings of Directors, including an annual meeting.

3. Election of Board of Directors. The method for the election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The Street address of the initial registered agent office shall be 4000 Hollywood Boulevard, Suite 485-South, Hollywood, Florida 33021 and the initial registered agent located at such address is ROBERT M. KRAMER.

ARTICLE VII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation, in the manner provided in the Bylaws.

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ARTICLE VIII
DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for charitable, educational, or scientific purposes only.

ARTICLE IX
AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose; provided, however, that notice of the proposed amendment shall be given to each director at least five (5) days prior to the date of the meeting at which the Articles of Incorporation are to be altered, amended or repealed; provided, however, that no notice shall be required if all directors are present and all vote in favor of the amendment. The proposed amendment shall originate with the Board of Directors.

ARTICLE X
DEDICATION OF ASSETS TO PROPERTY

This Corporation is irrevocably dedicated to charitable activities and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director or officers thereof or to the benefit of any private individual.

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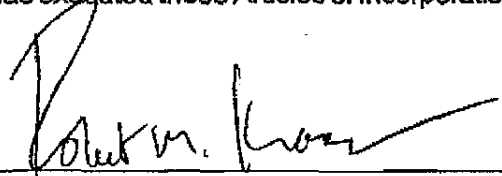
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**ARTICLE XI
INCORPORATOR**

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

ROBERT M. KRAMER
4000 Hollywood Boulevard
Suite 485-South
Hollywood, FL 33021

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
on the 22nd day of March, 2005.



ROBERT M. KRAMER

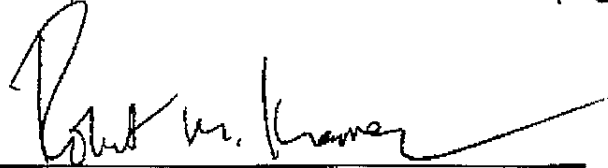
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ACKNOWLEDGMENT OF APPOINTMENT OF REGISTERED AGENT

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



ROBERT M. KRAMER, REGISTERED AGENT

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