

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

The Phillos Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE PHILOS FOUNDATION, INC.
(a Florida not for profit corporation)**

The undersigned, acting as incorporator of a Florida not for profit corporation, hereby makes, executes and acknowledges these Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is The Philios Foundation, Inc. (hereinafter the "Corporation").

**ARTICLE II
MAILING ADDRESS AND PRINCIPAL OFFICE ADDRESS**

The mailing address and address of the initial principal office of the Corporation is c/o Steven Johnson, 3900 Hollywood Boulevard, Suite PH-N, Hollywood, Florida 33021.

**ARTICLE III
PURPOSE**

The Corporation is organized not for pecuniary profit, but a charitable organization intended to qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and no distribution of assets of the Corporation shall be made upon dissolution except to an entity which is exempt from taxation pursuant to Section 501 of the Code. In furtherance of the purposes of the Corporation, and within the foregoing restrictions, the Corporation shall have all lawful powers necessary or appropriate to such purposes, including but not limited to support of public charities involved with disaster relief, education, medical research and illness involving addiction and all corporate powers corporations may have under the Florida Not For Profit Corporation Act, as it may be amended or replaced from time to time, or the provisions of any similar law.

**ARTICLE IV
BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by, and all corporate powers shall be exercised by and under the authority of a Board of Directors. The Directors will be appointed as provided in the Bylaws of the Corporation.

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ARTICLE V LIMITATIONS

(1) The Corporation is organized not for profit, and no part of its income shall ever be distributed to any member, member of the Board of Directors, officer or any private individual, provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

(2) The Corporation shall not, as a substantial part of the activities of the Corporation, attempt to influence legislation by propaganda, lobbying or otherwise; nor shall the Corporation participate in or intervene in (including by publication or distribution of statements or otherwise), any political campaign on behalf of or in opposition to, any candidate for public office.

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt from taxation under Section 501(c)(3) of the Code, and the related Treasury Regulations as they now exist or as they may hereafter be amended, (ii) by an organization to which contributions are deductible under Section 170 of the Code, and the related Treasury Regulations as they now exist or as may be amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE VI DISSOLUTION

The assets and proceeds of every nature and description of the Corporation are, and shall forever be, irrevocably dedicated for a non-profit charitable organization for purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation, in such proportions as the Board of Directors (or in their absence as a court of competent jurisdiction) may determine, to such organizations organized and operated exclusively for religious, scientific, educational or charitable purposes as shall qualify as an exempt organization under Code Section 501(c)(3) (or any successor legislation).

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ARTICLE VII GENERAL

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Section 4942 of the Code, or any corresponding provisions of any future United States Revenue Law.

The Corporation shall not engage in any act of "self-dealing," as defined in Section 4941(d) of the Code or any corresponding provisions of any future United States revenue law.

The Corporation shall not retain any "excess business holdings," as defined in Section 4943(c) of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code, or any corresponding provisions of any future United States revenue law.

The Corporation shall not make any "taxable expenditures," as defined in Section 4945(d) of the Code, or any corresponding provisions of any future United States revenue law.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 3900 Hollywood Boulevard, Suite PH-N, Hollywood, Florida 33021. The Corporation's Registered Agent at such address is Steven Johnson.

ARTICLE IX INCORPORATOR

The name and address of the incorporator are Steven Johnson, 3900 Hollywood Boulevard, Suite PH-N, Hollywood, Florida 33021.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this
12th day of October 2005.


Steven Johnson, Incorporator

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10/17/2005

12:25

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ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

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I hereby accept the appointment as the initial Registered Agent of The Philios Foundation, Inc. and I agree to comply with the provisions of the laws of the State of Florida, including Section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process. I am familiar with and accept the obligations provided for in Chapter 617, Florida Statutes.

Date: October 12, 2005.

Steven Johnson
Steven Johnson, Registered Agent