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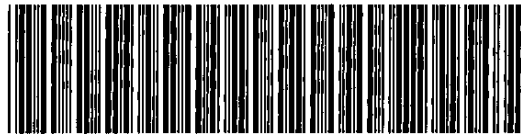
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AND  
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07 JUL 16 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. McKnight JUL 17 2007

July 12, 2007

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Subject: Lymphangiomatosis & Gorham's Disease Alliance, Inc.

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 covering the Filing Fee, Certified Copy, & Certificate.

From: John F. Kelly  
19919 Villa Lante Place  
Boca Raton, FL 33434-5632

561-441-9766 (Cell)

Thank you, kindly, for your help.

Sincerely

  
John F. Kelly

[Encl: Original plus two copies (additional copy provided for a 'certified' copy)]

ARTICLES OF INCORPORATION

**Lymphangiomatosis & Gorham's Disease Alliance, Inc.**

We, the undersigned natural persons over the age of eighteen (18), acting as incorporators, adopt the following Articles of Incorporation of Lymphangiomatosis & Gorham's Disease Alliance, Inc. (herein referred to as the "*Corporation*") in compliance with Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "*Act*").

ARTICLE 1  
NAME

The name of the Corporation is: **Lymphangiomatosis & Gorham's Disease Alliance, Inc.**

ARTICLE 2  
PRINCIPAL OFFICE

The principal place of business and street mailing address of the Corporation is: 19919 Villa Lante Place, Boca Raton, FL 33434-5632.

ARTICLE 3  
PURPOSES

The Corporation is organized to act and operate exclusively as a not for profit corporation pursuant to the laws of the State of Florida, and to conduct educational and scientific activities within the meaning of the Internal Revenue Code of 1986 (the "*Code*"), Section 501(c)(3). The purposes of the Corporation are: to develop resources for outreach and support of patients and families affected by the rare, chronic diseases – lymphangiomatosis and Gorham's disease – which strike children and young adults in the presentation of catastrophic lymphatic malformations, massive skeletal destruction, visceral invasion, and pulmonary or neurological deficits.

The Corporation shall be involved in establishing a world-wide lymphangiomatosis and Gorham's disease patient-community network. It shall focus on providing education, information and personal support to affected families, and increasing awareness among the public, national health-institutes and medical and scientific communities. To further support its mission, the Corporation will act as an advocate for its rare, orphan-disease patient class. The Corporation will also create and manage an easily-accessed Internet website, conduct periodic patient and medical professional conferences, and through its alliance with the lymphatic research community, work to establish a patient registry and data/tissue bank to attract medical research investigators to develop methods to more fully and effectively understand, diagnose, treat and manage the course for a patient with lymphangiomatosis or Gorham's disease.

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**ARTICLE 4  
TAX EXEMPT STATUS**

The Corporation is a not for profit corporation. Upon dissolution, all of the Corporation's assets shall be distributed to one or more organizations exempt from taxes under Code Section 501(c)(3) or shall be distributed to the federal government or to one or more state or local governments for a public purpose. 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 purposes.

**ARTICLE 5  
DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE 6  
POWERS**

Subject to the limitations in these Articles of Incorporation, the Corporation shall have the authority to take any action it deems to be necessary, appropriate or convenient relating to the management of the Corporation, including, but not limited to, the powers to:

1. Have succession to its corporate name.
2. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.
3. Invest and reinvest in property that the Board of Directors deems advisable, including options to acquire assets.
4. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.
5. Carry, at the expense of the Corporation, insurance or make other arrangements for payment of liabilities to protect the Corporation or the directors, officers, agents and employees of the Corporation, or persons serving at the request of the Corporation as representatives of another enterprise, provided that the terms of the insurance or other arrangements are consistent with the provisions of Florida Statutes.
6. Make donations for the public welfare, or charitable, scientific, or educational purposes.
7. Abandon any Corporation asset.

8. Commence or defend any litigation in the corporate name with respect to the Corporation or any Corporation property, at the expense of the Corporation.
9. Do all acts, take part in any proceedings and exercise all rights and privileges, as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation shall not limit the general or implied powers of the Corporation or any additional powers provided by law.

## ARTICLE 7 RESTRICTIONS AND REQUIREMENTS

The Corporation shall not pay dividends or other corporate income to its directors or officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action prohibited by Florida Statutes.

The Corporation shall have no power to take any action that would be inconsistent with the requirements for a tax exemption under Code Section 501(c)(3) and related regulations, rulings, and procedures. The Corporation shall have no power to take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Code Section 170(c)(2) and related regulations, rulings, and procedures. Notwithstanding any other provision in these Articles of Incorporation or state law, the Corporation shall have no power to:

1. Engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one that is clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include the publishing or distributing of statements and any other direct or indirect campaign activities.
5. Have objectives that characterize it as an "action organization" as defined by the Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes.

7. Permit any part of the net earnings of the Corporation to inure to the benefit of any officer or director of the Corporation or any other individual, except that it shall be permissible for the Corporation to pay reasonable compensation and reimbursement for expenses in furtherance of its exempt purposes.
8. Carry on an unrelated trade or business except as a secondary purpose related to the Corporation's primary, exempt, purposes.

#### ARTICLE 8 MEMBERSHIPS

The Corporation shall have no members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote of the Board of Directors of the Corporation.

#### ARTICLE 9 INITIAL REGISTERED OFFICE AND AGENT

The mailing address of the initial registered office of the Corporation is 19919 Villa Lante Place, Boca Raton, FL 33434-5632. The name of the initial registered agent at this office is John F. Kelly.

#### ARTICLE 10 BOARD OF DIRECTORS

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors (referred to herein as the "*Board of Directors*") shall be provided in the By-Laws of the Corporation. The initial Board of Directors shall consist of Four (4) persons. The number of directors may be increased or decreased by adoption or amendment of By-Laws. The number of directors may not be decreased to less than three. The initial Board of Directors shall consist of the following persons at the following addresses:

| <u>Name of Director</u> | <u>Street Address</u>                            |
|-------------------------|--------------------------------------------------|
| Sonia Herbert-Brande    | 770 South Ridge Street, Southern Pines, NC 28387 |
| Sandra Goldfarb         | 46 Oakdene Road, Barrington, IL 60010            |
| John F. Kelly           | 19919 Villa Lante Place, Boca Raton, FL 33434    |
| Scot Wiesner            | 628 Oak Street, Box 9, Brownsville, WI 53006     |

**ARTICLE 11  
INDEMNIFICATION**

The Corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions of Florida Statutes governing indemnification. As provided in the By-Laws, the Board of Directors shall have the power to define the requirements and limitations for the Corporation to indemnify directors, officers or others related to the Corporation.

**ARTICLE 12  
CONSTRUCTION**

All references in these Articles of Incorporation to statutes, regulations or other sources of legal authority shall refer to the authorities cited, or the corresponding sections of any future laws which replace such authorities, as they may be amended or supplemented from time to time.

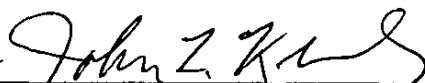
**ARTICLE 13  
INCORPORATORS**

The name and street address of each incorporator is:

| <u>Name of Incorporator</u> | <u>Street Address</u>                         |
|-----------------------------|-----------------------------------------------|
| John F. Kelly               | 19919 Villa Lante Place, Boca Raton, FL 33434 |
| Jana K. Sheets              | 1520 John Jones Road, Bahama, NC 27503        |

The undersigned incorporators have executed these Articles of Incorporation as of July 5, 2007.

  
\_\_\_\_\_  
Jana K. Sheets, Incorporator

  
\_\_\_\_\_  
John F. Kelly, Incorporator

## REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for Lymphangiomatosis & Gorham's Disease Alliance, Inc. at the place designated above, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 617, Florida Statutes.

Dated: July 5, 2007

  
John F. Kelly, Registered Agent

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