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**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**The Genesis Project, Inc.**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
THE GENESIS PROJECT, INC.**  
In Compliance with Chapter 617, F.S.; (Not for Profit)

**ARTICLE I  
NAME**

The name of the corporation shall be: THE GENESIS PROJECT, INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal street and mailing address of the Corporation is 5244 North Bay Road, Miami Beach, Florida 33140.

**ARTICLE III  
PURPOSE**

The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

**ARTICLE IV  
NON-PROFIT NATURE**

A. Non-Profit Nature of the Corporation. The Corporation is organized exclusively for charitable, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future federal tax code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III, Purpose, above.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, corresponding Section of any future federal tax code; or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding Section of any future federal tax code.

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The Corporation is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational, scientific and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered and may make other payments and distributions consistent with these Articles.

B. Personal Liability. No Officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the Officers or Directors be subject to the payment of the debts or obligations of the Corporation.

C. Dissolution. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation. The organization to receive the assets of the Corporation hereunder shall be selected at the discretion of a majority of the Board of Directors and the sole member of the Corporation.

D. Prohibited Distributions. No part of the net earnings or property of the Corporation, upon dissolution or otherwise, shall inure to the benefit of or be distributed to its members, directors, officers or other private person or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of this Article IV.

E. Restricted Activities. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

F. Prohibited Activities. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding Section of any future tax code. ;

#### ARTICLE IV MANNER OF ELECTION OF DIRECTORS AND OFFICERS

The manner in which the directors and officers of the Corporation are elected or appointed is provided in the bylaws of the Corporation.

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**ARTICLE V**  
**INITIAL DIRECTORS AND/OR OFFICERS**

The names and addresses of the initial Directors and Officers of the Corporation are:

**DIRECTORS:**

Richard Postrel  
5244 North Bay Road  
Miami Beach, FL 33140

Stephan Züchner, M.D., PhD  
10225 S.W. 59<sup>th</sup> Avenue  
Pinecrest, FL 33156

George B. Baccash, CPA  
401 East Las Olas Blvd.  
Suite 1800  
Fort Lauderdale, FL 33301

**OFFICERS:**

**Name and Address:**

**Title:**

Richard Postrel  
5244 North Bay Road  
Miami Beach, FL 33143

Chief Executive Officer

Stephan Züchner, M.D., PhD  
10225 S.W. 59<sup>th</sup> Avenue  
Pinecrest, FL 33156

President

George B. Baccash, CPA  
401 East Las Olas Blvd.  
Suite 1800  
Fort Lauderdale, FL 33301

Chief Financial Officer

**ARTICLE VI**  
**DEDICATION OF ASSETS**

Upon the dissolution, termination, or winding up of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding Section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

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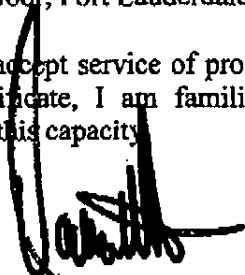
**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is Damaso W. Saavedra, Esquire, Saavedra | Goodwin, 312 S.E. 17<sup>th</sup> Street, Second Floor, Fort Lauderdale, Florida 33316.

**ARTICLE IX**  
**INCORPORATOR**

The name and address of the Incorporator is: Damaso W. Saavedra, Esquire, Saavedra | Goodwin, 312 S.E. 17<sup>th</sup> Street, Second Floor, Fort Lauderdale, Florida 33316.

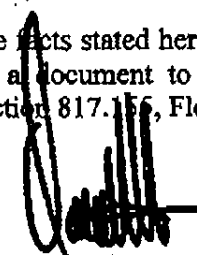
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



\_\_\_\_\_  
Damaso W. Saavedra, Esq., Registered Agent

Dated 5-7-14

I submit this this document and affirm that the facts stated herein are true and correct. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.156, Florida Statutes.



\_\_\_\_\_  
Damaso W. Saavedra, Esq., Incorporator

Dated 5-7-14

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