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FLORIDA PROFIT/NON PROFIT CORPORATION
The Opioid Research Institute, Inc.

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**ARTICLES OF INCORPORATION
OF
THE OPIOID RESEARCH INSTITUTE, INC.**

The undersigned Incorporator, in order to form a not-for-profit corporation for the purposes stated in these Articles, in accordance with the provisions of the Florida Not-For-Profit Corporation Act (the "Act"),

does hereby certify that:

ARTICLE I. NAME

The name of the corporation is The Opioid Research Institute, Inc. (the "Corporation").

ARTICLE II. ADDRESS

A. The address of the Corporation's initial principal office in the State of Florida is: 558 Tomahawk Court, Palm Beach Gardens, Florida 33410.

B. The mailing address of the corporation is the same as that of its initial principal office in the State of Florida.

ARTICLE III. REGISTERED OFFICE AND AGENT

A. The address of the Corporation's registered office in the State of Florida is

<u>Name</u>	<u>Address</u>
Arthur G. Newmyer, III	558 Tomahawk Court Palm Beach Gardens, Florida 33410

B. The name of the Corporation's registered agent at that address is Arthur G. Newmyer, III, a resident of Florida.

ARTICLE IV. PURPOSE

A. The Corporation is a nonprofit organization incorporated and operated exclusively for charitable and religious purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). More specifically, the Corporation shall engage in public education, research and charitable activities to understand and address the opioid addiction crisis.

B. In furtherance of the foregoing purposes, the Corporation has all powers granted to a corporation under the Act and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(3) of the Code and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

C. No part of the net earnings of the Corporation may inure to the benefit of or be distributed to any director, employee, or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation must be limited to reasonable amounts. No substantial part of the activities of the Corporation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Corporation for tax exemption under section 501(c)(3) of the Code. The Corporation shall not "participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office" within the meaning of section 501(c)(3) of the Code.

D. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activity not permitted to be carried on by:

1. a corporation exempt from federal income tax under section 501(c)(3) of the Code; or
2. a corporation contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE V. MEMBERS

The Corporation has no members.

ARTICLE VI. DIRECTORS

A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.

B. The qualifications, manner of election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws of the Corporation.

C. The directors have the power to adopt, amend, or repeal the Bylaws.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Arthur G. Newmyer, III	558 Tomahawk Court Palm Beach Gardens, Florida 33410

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TALLAHASSEE, FLORIDA

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The powers of the incorporator cease upon the appointment of initial directors of the Corporation.

ARTICLE VIII. PRIVATE FOUNDATION RULES

The Corporation must at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a) of the Code. If, however, at any time, the Corporation is classified as a private foundation under federal tax laws, then at such time the Corporation is subject to the following restrictions:


1. the Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code;
2. the Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code;
3. the Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code;
4. the Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and
5. the Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

ARTICLE IX. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law:

1. None of the property of the Corporation or any proceeds of that property may be distributed to or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual.
2. After all liabilities and obligations of the Corporation have been paid, satisfied, and discharged, or adequate provision made therefor, all remaining property and assets of the Corporation must be distributed to one or more organizations formed and operated exclusively for educational or charitable purposes within the meaning of section 501(c)(3) of the Code, if the following conditions are met:
 - (a) such organizations must be exempt from federal income taxes by reason of section 501(c)(3) of the Code; and
 - (b) contributions to such organization must be deductible by reason of section 170 of the Code.

The undersigned Incorporator named above does hereby affirm that these Articles of Incorporation of The Opioid Research Institute, Inc. are his act and deed and the facts stated in these Articles are true, and, accordingly, he has executed these Articles as of March 28, 2018.



Arthur G. Newmyer, III
Incorporator

Having been named as registered agent to accept service of process for The Opioid Research Institute, Inc. at the place designated in these Articles of Incorporation, I am familiar with the obligations of that position and hereby accept appointment as registered agent and agree to act in this capacity.

Arthur G. Newmyer, III.

By: AGN
Date: 3/28/18