

1201 HAYS STREET
TALLAHASSEE, FL 32301

800-342-8086

(904) 222-9177
(904) 222-0177 FAX



19600000891

ACCOUNT NO. : 072100000052

REFERENCE : 051262 9001A

AUTHORIZATION :

Patricia Pizitz

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ORDER DATE : February 19, 1996

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CUSTOMER: Laura McClean, Legal Asst
MACLEAN & EMA

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****122.50 ****122.50

2600 Ne 14th Street Causeway
Pompano Beach, FL 33062

DOMESTIC FILING

NAME: THE WELLNESS COMMUNITY-
SOUTHEAST, FLORIDA, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

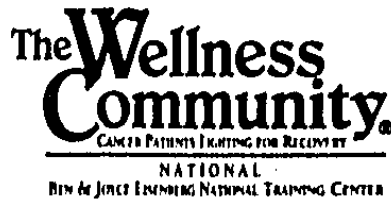
CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

FILED
96 FEB 20 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
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DIVISION OF CORPORATIONS

T. BROWN FEB 20 1996

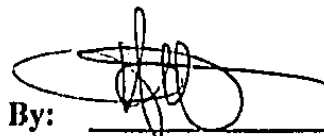


CONSENT TO USE OF NAME

The undersigned, on behalf of The Wellness Community-National, a California non-profit public benefit corporation, hereby consents to the use of the name, "The Wellness Community-Southeast Florida" for the purpose of incorporating a Florida non-profit public benefit corporation with that name, subject to the provisions of the Charter, paragraph No. 8, to be in force between that corporation and The Wellness Community-National.

IN WITNESS WHEREOF, the undersigned has executed this Consent to Use of Name as of the 2nd day of February, 1996.

THE WELLNESS COMMUNITY-NATIONAL

By: 

Harold H. Benjamin, Ph.D.
Founder and President

consent (12/93)

Providing free psychosocial support since 1982 to people with cancer as an adjunct to conventional medical treatment.

2716 OCEAN PARK BLVD. | SUITE 1040 | SANTA MONICA, CA 90405-5211 | TELEPHONE 310/314-2555 FAX 310/314-7586

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Founder
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Cedars-Sinai Comprehensive Cancer Ctr.

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Professor Emeritus of Anatomy &
Psychiatry, UCLA

Seth Welington, M.D.
Neurosurgeon

**ARTICLES OF INCORPORATION OF
THE WELLNESS COMMUNITY - SOUTHEAST FLORIDA, INC.
A NON-PROFIT CORPORATION**

FILED
96 FEB 20 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned hereby make, subscribe, acknowledge, and file the following Articles of Incorporation for a corporation not for profit, pursuant to Florida Statute 617.

**ARTICLE I
THE NAME OF THE CORPORATION**

The name of this non-profit Corporation shall be:

THE WELLNESS COMMUNITY - SOUTHEAST FLORIDA, INC.

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The principal office of the Corporation and its address shall be 19658 Waters Bay Court, #1201, Boca Raton, Florida 33432. The mailing address of the Corporation shall be 19658 Waters Bay Court, #1201, Boca Raton, Florida 33432.

**ARTICLE III
GENERAL NATURE OF BUSINESS**

This Corporation is a public benefit corporation organized to operate a facility where persons faced with physical and/or emotional crises can improve their well-being and the quality of their lives through both directed and spontaneous participation in group and individual activities and, subject to the restrictions hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE IV
POWERS**

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

**ARTICLE V
ASSETS AND EARNINGS**

None of the assets or earnings of the corporation shall be paid or accrued for

the benefit of any of its members, directors, officers, or employees, or any other individual, whether before, upon, or after dissolution or liquidation, except as reasonable compensation for services rendered, property transferred, or as reimbursement for expenses incurred, in conducting its affairs.

ARTICLE VI DISSOLUTION OF CORPORATION

Upon the dissolution 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 of 1986 or the corresponding provisions of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas, of the county in which the principal office of the Corporation is then located, exclusively for such purposes.

ARTICLE VII MEMBERSHIP

This corporation will have no members.

ARTICLE VIII EXISTENCE

This non-profit Corporation shall have perpetual existence.

ARTICLE IX REGISTERED OFFICE AND AGENT

The name and address of the registered agent and office shall be Susan Gesoff Sperber who resides at 19658 Waters Bay Court, #1201, Boca Raton, Florida 33432.

ARTICLE X DIRECTORS

The Business of the Corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) persons, whose method of election is set forth in the By-Laws.

ARTICLE XI INITIAL BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the members of the initial Board of Directors and Officers of the Corporation, who shall hold office until their successors are duly elected at the first general election of officers which will be held within ten (10) days

after approval of these Articles of Incorporation by the Secretary of State, State of Florida, shall be:

Judy Bronsteen	17106 Ryton Lane Boca Raton, Florida 33496
Norma Corino	3032 NE 33rd Street Lighthouse Point, Florida 33064
Celia Clarke	22455 Boca Rio Road Boca Raton, Florida 33433
Mr. and Mrs. Martin Coyne	8212 Twin Lakes Drive Boca Raton, Florida 33496
Marcia Docter	100 Worth Avenue, Suite 715 Palm Beach, Florida 33480
Helga Finnigan	1025 Cosuarina Road Delray Beach, Florida 33483
Shiela Frank	5047 Suffolk Drive Boca Raton, Florida 33433
Mr. and Mrs. Al Geller	5724 NW 39th Avenue Boca Raton, Florida 33496
Ann Goodrich	624 Boca Marina Court Boca Raton, Florida 33487
Jane Gortz	6749 Giralda Circle Boca Raton, Florida 33433
Mr. and Mrs. Christopher Laux	5900 NW 4th Avenue Boca Raton, Florida 33487
Janet Leeds	7539 Sierra Drive East Boca Raton, Florida 33433
Frederick R. MacLean	2600 NE 14th Street Causeway Pompano Beach, Florida 33062
John Pastorello	841 Oleander Street Boca Raton, Florida 33432

Jerry Reinert

5631 Coach House Circle
Boca Raton, Florida 33486

Wendy Rutledge

WPEC Channel 12
Fairfield Drive
West Palm Beach, Florida 33416

Susan Gesoff Sperber

19658 Waters Bay Court
Boca Raton, Florida 33434

Randy White

8560 Shawe Way
Boca Raton, Florida 33433

ARTICLE XII BYLAWS

The By-laws of the Corporation shall be made, altered and/or rescinded by motion and majority vote of the board of directors of this Corporation.

ARTICLE XIII AMENDMENTS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation. An amendment may be made by any member of the Corporation if such amendment is adopted by a majority vote of the general membership of this Corporation.

ARTICLE XIV INCORPORATOR

The name and address of the incorporator is:

Susan Gesoff Sperber who resides at 19658 Waters Bay Court, #1201, Boca Raton, Florida 33432.

IN WITNESS WHEREOF, I have subscribed my name this 2nd day of
February, 1996.



Susan Gesoff Sperber, Incorporator

This instrument was prepared by: Laura G. MacLean
Whose address is: MacLean and Ema
2600 N.E. 14th Street Causeway
Pompano Beach, Florida 33062

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
96 FEB 20 AM 11:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is THE WELLNESS COMMUNITY - SOUTHEAST FLORIDA, INC.
2. The address of the registered office is 19658 Waters Bay Court, #1201, Boca Raton, Florida 33432.
3. The name of the registered agent at the registered office is Susan Gesoff Sperber.

Dated this 2nd day of February, 1996

THE WELLNESS COMMUNITY - SOUTHEAST FLORIDA, INC.


SUSAN GESOFF SPERBER
19658 Waters Bay Court
#1201
Boca Raton, Florida 33432

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Dated this 2nd day of February, 1996.


SUSAN GESOFF SPERBER