

N99000004381

TRANSMITTAL LETTER

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

SUBJECT: N. O. D. D. FOUNDATION, INC.
(Proposed corporate name - must include suffix)

400002939444--8
-07/23/99--01001--014
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William L. Powell, Jr., Esq
Name (Printed or typed)

P.O Box 1557
Address

Titusville FL 32780
City, State & Zip

407-268-0404
Daytime Telephone number

FILED
99 JUL 22 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

W99-16678
D. REGISTER JUL 22 1999

ARTICLES OF INCORPORATION

of

N.O.D.D. FOUNDATION, INC.

FILED
99 JUL 22 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation shall be N.O.D.D. Foundation, Inc. (hereinafter the "Corporation"). The principal address of this corporation shall be 2515 Via Milano Court, Merritt Island, Florida 32953.

ARTICLE II
ENABLING LAW

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a corporation not-for-profit.

ARTICLE III
PURPOSE

The purposes for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to plan, promote, develop, construct, operate, and maintain an organization for persons who undergo organ transplants. The activities of this Corporation shall include, but not limited to, those in need of medications, medical care, travel and lodging of transplant recipients and family members, and any other needs relating to organ transplant and other similar functions for the benefit first and foremost of

transplant recipients and in this way for the benefit of the general public.

Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, lease, or otherwise, any property, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To advertise and promote within or without the State as to the facility and activities of the Corporation;
3. To sell, convey, or otherwise dispose of, any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;
4. To receive income from various sources, including fees, entrance charges, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall insure, or be paid to any Board member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;

5. To have and exercise any and all powers conferred upon corporations, both for profit and not-for-profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
6. Other provisions of these Articles of Incorporation notwithstanding, this corporation shall not carry on any other activities not permitted to be undertaken by: a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, amended, or the corresponding provisions of any future United States Internal Revenue law, or b) a corporation to which contributions are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any futures United States Internal Revenue law;
7. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world.
8. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purpose or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501 (c)(3) of the Internal Revenue Code;

9. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows, no part of the net earnings of the Corporation shall inure to the benefit of any Board member, or other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

ARTICLE IV
TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

ARTICLE V
INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Dr. John H. Stansell	William G. Sullivan, III	Dr. L. McClananhan, Ph.D
Merritt Island, FL	Merritt Island, FL	Merritt Island, FL

ARTICLE VI
MEMBERSHIP

Members accepted who express interested in helping organ transplant recipients and their families recover from transplant procedures, by a unanimous vote of the Directors. There shall be one class of members only. All voting rights and other rights, interest and privileges of each member shall be equal.

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

A. **Board of Directors:** The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be less than nine (9) members on the Board of Directors. The names and addresses of persons constituting the initial board of Directors who are to act in that capacity until the selection of their successors are:

Dr. John H. Stansell	2515 Via Milano Court	Merritt Island, FL 32953
William G. Sullivan, III	1445 Holiday Blvd.	Merritt Island, FL 32952
Dr. L. McClanahan, Ph.D	670 N. Courtenay Pkwy	Merritt Island, FL 32953

The above individuals shall serve as the initial Board of Directors for a period of ninety (90) days subsequent to the date of incorporation. During that time, a list of permanent members of the Board of Directors shall be prepared, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the initial Board for approval. This list shall identify proposed terms, consistent with the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the initial Board of Directors of the Corporation, the names so submitted shall become the first permanent official Board of Directors of the Corporation, serving terms of one, two and three years as identified.

B. **Employment of Staff:** The Board of Directors may retain staff for the

purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

ARTICLE VIII
OFFICE, IDENTIFICATION OF REGISTERED AGENT

(a) The address of this corporation's registered office in the State of Florida is 2625 Barna Avenue, Suite D, Titusville, Florida, 32780.

(b) The name of the corporation's registered agent at the above address is William L. Powell, Jr., Esquire.

ARTICLE IX
BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

ARTICLE X
AMENDMENTS OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of the majority of members of the Board of Directors of the Corporation.

ARTICLE XI
DISSOLUTION

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type

described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 13th day of June, 1999.

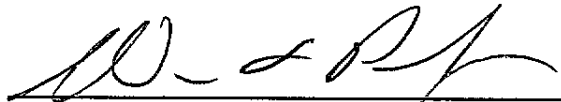
Dr. John H. Starcell

William J. S. [Signature]

R. Feland McCaskey

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.

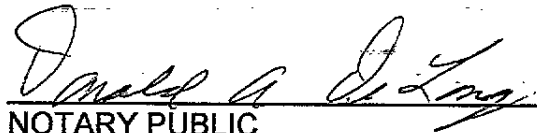
Dated this 1st day of July, 1999.

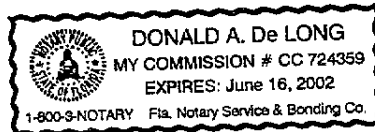

WILLIAM L. POWELL, JR., ESQUIRE
Registered Agent

STATE OF FLORIDA

COUNTY OF BREVARD

Before me, the undersigned officer, personally appeared WILLIAM L. POWELL, JR., ESQUIRE, who being first duly sworn, acknowledged to me that he is the person described as the Registered Agent. Witness my hand and seal this 1st day of July, 1999.


NOTARY PUBLIC
My Commission Expires:



FILED
99 JUL 22 PM 3:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA