

N98000003296



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845400 4390271

AUTHORIZATION :

Patricia Pappas

COST LIMIT : \$ 122.50

ORDER DATE : June 5, 1998

ORDER TIME : 10:49 AM

ORDER NO. : 845400-005

CUSTOMER NO: 4390271

CUSTOMER: Ms. Marilyn Kalik
FROMBERG FROMBERG LEWIS &
BRECKER, P.A.
Suite 505
20801 Biscayne Boulevard
Miami, FL 33180-1422

100002549211--6

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 3:19

DOMESTIC FILING

NAME: THE MATHEW FORBES ROMER
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

2589
W98-12981

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DIVISION OF CORPORATION

g 6/8/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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June 5, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE MATHEW FORBES ROMER FOUNDATION, INC.
Ref. Number: W98000012981

We have received your document for THE MATHEW FORBES ROMER FOUNDATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00031960

RESUBMIT

Please give original
submission date as file date.

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98 JUN -8 PM 2:36
DIVISION OF CORPORATION

EFFECTIVE DATE

5/31/98

ARTICLES OF INCORPORATION

OF

The Mathew Forbes Romer Foundation, Inc.
a Florida nonprofit corporation

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DIVISION OF CORPORATIONS
98 JUN -5 PM 3:19

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is *The Mathew Forbes Romer Foundation, Inc.*

ARTICLE II - NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes (1981). The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE III - DURATION

The duration of the Corporation is perpetual.

ARTICLE IV - PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To improve the quality and reliability of genetic testing to educate patients with respect to genetics testing in order to prevent the dissemination of erroneous testing results with respect to the presence or absence of genetic birth defects.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. Notwithstanding anything to the contrary contained within these Articles of Incorporation, the Corporation shall not conduct any activities which are not provided in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

D. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE V - LIMITATION

Upon dissolution of the corporation, any assets remaining will be transferred to an organization with a substantially similar purpose or purposes.

ARTICLE VI - MEMBERS

The corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

NAME

ADDRESS

Kevin Romer

19520 Preserve Drive
Boca Raton, Florida 33498

Lisajane Romer

19520 Preserve Drive
Boca Raton, Florida 33498

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is: 19520 Preserve Drive, Boca Raton, Florida 33498, and the name of its initial Registered Agent at that address is Kevin Romer. The principle office address is the same as the registered office address.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

NAME

ADDRESS

Kevin Romer

19520 Preserve Drive
Boca Raton, Florida 33498

Lisajane Romer

19520 Preserve Drive
Boca Raton, Florida 33498

Carl Meyers

5901 Camino Del Sol - 401
Boca Raton, Florida 33433

Carole Romer

19731 N.E. 24th Avenue
North Miami Beach, Florida 33180

ARTICLE IX - OFFICERS

The Officers of the corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Kevin Romer	19520 Preserve Drive Boca Raton, FL 33498
Secretary	Lisajane Romer	19520 Preserve Drive Boca Raton, FL 33498
Treasurer	Lisajane Romer	19520 Preserve Drive Boca Raton, FL 33498

ARTICLE X - INCORPORATORS

The name and address of each Incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kevin Romer	19520 Preserve Drive Boca Raton, Florida 33498
Lisajane Romer	19520 Preserve Drive Boca Raton, Florida 33498

ARTICLE XI - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1981), as amended from time to time, shall govern the Bylaws.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Voting Members, Directors and Officers are subject to this reservation.

ARTICLE XIII - NONSTOCK BASIS

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

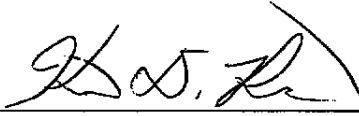
ARTICLE XIV - INDEMNIFICATION

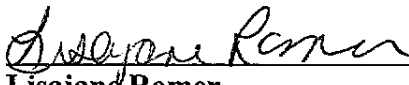
The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE XV - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31 day of May, 1998.



Kevin Romer


Lisajane Romer

STATE OF FLORIDA :
COUNTY OF Palm Beach : SS

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN -5 PM 3:19

The foregoing instrument was acknowledged before me this 31 day of May, 1998, by **Kevin Romer**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who is personally known to me (or who has produced _____ as identification).



[Signature]
SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT
PRINT NAME OF ACKNOWLEDGER:
TITLE:
COMMISSION NUMBER:
COMMISSION EXPIRES:

STATE OF FLORIDA :
COUNTY OF Palm Beach : SS

The foregoing instrument was acknowledged before me this 31 day of May, 1998, by **Lisajane Romer**, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, who is personally known to me (or who has produced _____ as identification).



[Signature]
SIGNATURE OF PERSON TAKING ACKNOWLEDGMENT
PRINT NAME OF ACKNOWLEDGER:
TITLE:
COMMISSION NUMBER:
COMMISSION EXPIRES:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of _____, which is contained in the foregoing Articles of Incorporation.

DATED this 31 day of MAY, 1998.

[Signature]
REGISTERED AGENT

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