

# N1600000700

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
THE COALITION FOR ADVOCACY, UNITY AND  
STANDARDS OF EXCELLENCE, INC.**

|                       |         |
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**ARTICLES OF INCORPORATION  
OF  
THE COALITION FOR ADVOCACY, UNITY AND STANDARDS OF EXCELLENCE, INC.**

***In compliance with Chapter 617, Florida Statutes, (Not for Profit)***

Notice is hereby given that the undersigned incorporator, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 604 and 617, Florida Statutes, do hereby accept all rights, privileges, benefits and obligations conferred and imposed by said law, and do hereby make, subscribe, acknowledge, and file these Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation not for profit shall be: **THE COALITION FOR ADVOCACY, UNITY AND STANDARDS OF EXCELLENCE, INC.**

**ARTICLE II - PRINCIPAL OFFICE, REGISTERED OFFICE, and AGENT**

The street address of the principal office of the corporation is 7200 W. McNab Road, Tamarac, Florida 33321 and the name of the registered agent of this corporation and the address of the registered agent is: **Weston Title & Escrow, Inc.** at 2500 Weston Road, Suite 404, Weston, Florida 33331. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part thereof.

**ARTICLE III - DURATION**

This corporation shall have a perpetual existence, unless dissolved according to law.

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#### ARTICLE IV – PURPOSE

The purposes for which the corporation is organized are:

a. This corporation will be organized as a 501(c)(4) Social Welfare Organization, not for profit, and shall operate exclusively for the promotion of social welfare.

b. The purposes for which the corporation is organized are to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended (the "Code"), including but not limited to: (1) developing and promulgating standards of excellence for patient care within the mental health and substance abuse community and (2) promoting and advocating for legislation that favors patient access to quality care.

c. This not for profit corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America and shall constitute activities in furtherance of such exempt civic and social welfare purposes. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

d. This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

e. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

f. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of the exempt organizations

described in Section 501(c)(4) of the Code (or any corresponding provisions of succeeding law). However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

g. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

- (1) To accept, acquire, receive, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and
- (2) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and
- (3) To borrow money and, from time to time, to make, accept, endorse, execute, and issue bonds, debenture, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purpose of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and
- (4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages, or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift; and

(5) To serve as trustee of any property, real or personal, wherever situated either within or outside the State of Florida and also as Trustee of any Trust, endowment or portfolio; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

h. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director, or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law and by the bylaws of the Corporation, exclusive to an organization or organizations which themselves are exempt as organizations described in Section 501(c)(4) of the Code (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating, and dissolving this corporation.

i. Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Code (or the corresponding provision of any future United States internal revenue law).

## ARTICLE V – BOARD OF DIRECTORS

This corporation shall initially have four (4) Directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the By-Laws of this corporation. The names and addresses of the initial Directors of this incorporation are:

| <u>NAME</u>            | <u>ADDRESS</u>                                       |
|------------------------|------------------------------------------------------|
| (1) Melissa Zachariasz | 7200 W. McNab Road,<br>Tamarac, Florida 33321        |
| (2) Keith Booher       | 7200 W. McNab Road,<br>Tamarac, Florida 33321        |
| (3) Jacquelyn Trask    | 2500 Weston Road, Suite 404<br>Weston, Florida 33331 |
| (4) Roy D. Oppenheim   | 2500 Weston Road, Suite 404<br>Weston, Florida 33331 |

## ARTICLE VI – NON-STOCK BASIS

This corporation is organized under a non-stock basis.

## ARTICLE VII – DISPOSITION OF ASSETS ON DISSOLUTION

On dissolution of the corporation, its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation, shall not be distributed exclusively for purposes within the intentment of Section 501(c)(4) of the Code.

#### **ARTICLE VIII – EXEMPT STATUS: PROHIBITED TRANSACTIONS**

a. The corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this corporation as an exempt organization under Code Section 501(c)(4) of the Code, including any corresponding provisions of succeeding law and the Treasury Regulations thereunder.

#### **ARTICLE IX – BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of the Board of Directors by following the procedures set forth therefor in the Bylaws.

#### **ARTICLE X – INCORPORATOR**

The name and street address of the incorporator of this corporation is as follows:

Roy D. Oppenheim, Esq.

2500 Weston Road, Suite 404

Weston, Florida 33331

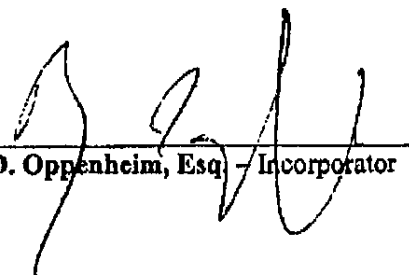
#### **ARTICLE XI – AMENDMENT OF ARTICLES**

Amendment of these Articles of Incorporation may be adopted by the Board and presented to the Board of Directors for their vote. Amendments may be adopted by the affirmative vote of majority of the members of the Board of Directors of the Corporation and as further set out in the Bylaws of the Corporation.

**ARTICLE XII – INDEMNIFICATION**

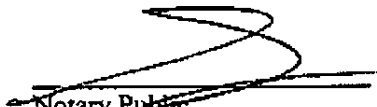
The corporation shall indemnify any officers, Trustee or employee of the Corporation, or any former officer or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation act.

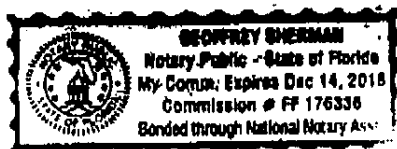
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25<sup>th</sup> day of January 2016.

  
\_\_\_\_\_  
Roy D. Oppenheim, Esq. – Incorporator

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD   )

The foregoing Articles of Incorporation were acknowledged before me on this 25<sup>th</sup> day of January, 2016, by Roy D. Oppenheim, Esq., who is personally known to me.

  
\_\_\_\_\_  
Notary Public  
My commission expires: 12/14/18



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE OF  
PROCESS MAY BE MADE**

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Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **THE COALITION FOR ADVOCACY, UNITY AND STANDARDS OF EXCELLENCE, INC.**
2. The name and address of the registered agent and office is:  
**WESTON TITLE & ESCROW, INC.**  
2500 Weston Road, Suite 404  
Weston, Florida 33331

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I agree to comply with the performance of said duties, and I am familiar with and accept the obligation of such position as a registered agent.

**WESTON TITLE & ESCROW, INC., a Florida corporation**

By: \_\_\_\_\_

**Roy D. Oppenheim as Vice President**

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