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FLORIDA PROFIT/NON PROFIT CORPORATION
NOVA PRO FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
NOVA PRO FOUNDATION INC.**

(A Florida not-for-profit corporation)

Pursuant to the provisions of the Florida Not-For-Profit Corporation Act, the undersigned incorporator adopts the following Articles of Incorporation:

**Article I.
NAME**

The name of this corporation shall be NOVA PRO FOUNDATION INC. (hereinafter called the "Corporation").

**Article II.
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The principal street address and mailing address of the Corporation is:

2525 Ponce de Leon Blvd., PH 12th Floor
Coral Gables, FL 33134

**Article III.
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the Corporation's initial registered agent is:

Interamerican Corporate Services LLC
2525 Ponce de Leon Blvd., PH 12th Floor
Coral Gables, Florida 33134

**Article IV.
PURPOSE**

The mission of Nova Pro Foundation Inc. is to help amputees in the U.S. and abroad with limited or no resources to take that first step towards independence by offering them assistance with prosthetic limb services, including, but not limited to, providing gently used prosthetic components and fabrication materials to those individuals would not otherwise be able to receive prosthetic care. We also empower patients and local amputee advocates and prosthetists to provide education and support to amputees in their local communities

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**Article V.
INITIAL BOARD OF DIRECTORS AND OFFICERS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) Directors. The number of Directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be fewer than three (3) Directors. The names and addresses of the initial Directors of the Corporation are as follows:

<u>NAMES:</u>	<u>TITLE:</u>
Hernan Luna	Director
Patricia M. Hernandez	Director
Theresa Alvarez Bravo	Director

Succeeding Directors and Officers shall be elected and/or appointed in the manner established by the Bylaws of the Corporation.

**Article VI.
INCORPORATOR**

The names and street address of the incorporator of this not-for-profit Corporation is:

Patricia M. Hernandez, Esq.
Avila Rodriguez Hernandez Mena & Garro LLP
2525 Ponce de Leon Blvd., PH 12th Floor
Coral Gables, FL 33134

**Article VII.
DISSOLUTION**

Upon dissolution or winding up of this Corporation, its net assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code ("Code") (or the corresponding provision of any future United States Internal Revenue law).

**Article VIII.
LIMITATIONS**

A. Lobbying and Political Activities. No substantial part of the activities of the Corporation shall consist of carrying on or promotion of propaganda, or otherwise attempting to

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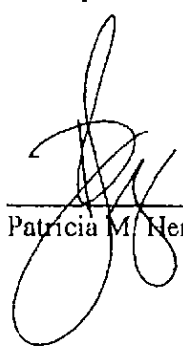
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influence legislation (except as otherwise provided by Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

B. Distribution of Net Earnings. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, Members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of its purposes.

C. General Limitations Required by the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activities that are not permitted to be carried on: (i) by a corporation exempt from federal corporate income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation the contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this ____ day of June, 2022.



Patricia M. Hernandez, Incorporator

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**CERTIFICATE DESIGNATING THE ADDRESS FOR SERVICE OF PROCESS WITHIN
THIS STATE AND NAMING AN AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **THE NOVA PRO FOUNDATION INC.** desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 2525 Ponce de Leon Blvd., PH 12th Floor, Coral Gables, Florida 33134, has named Interamerican Corporate Services LLC, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, to comply with the provisions of the Florida Not For Profit Corporation Act, and that ~~at~~ ⁱⁿ ~~and~~ ^{for} ~~with~~, and accepts, the obligations of that position.

Dated this ____ day of June, 2022.

REGISTERED AGENT:

Interamerican Corporate Services LLC

By: _____

Patricia M. Hernandez, Manager

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