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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles
MFM
11/14/03



National Parkinson Foundation, Inc.

WORLD HEADQUARTERS

1501 N.W. 9th Avenue, Bob Hope Road • Miami, Florida 33136-1494
Telephone: (305) 243-6666 • Toll Free Nat'l. 1-800-327-4545 • Fax: (305) 243-4403
Internet E-Mail: mailbox@parkinson.org • World Wide Web: <http://www.parkinson.org>
Offices in California and New York
AN INTERNATIONAL ORGANIZATION

Jose Garcia-Pedrosa
Chief Operating Officer

Honorary National Board of Governors

Bob Hope
Honorary Chairman
Henny Backus
Dick Clark
Robert Coppenrath
Phyllis Diller
Eric Emanuel
Betty Ford
President Gerald R. Ford
Kenneth O. Gilmore
David Golub
Abel Holtz
David Laventhol
Edwin A. Levy
Dr. Peter A. Morabito
Paul F. Orefice
U.S. Senator Claiborne Pell
Sylvia Sack
Professor Erich Segal
Richard B. Stolley
Nicholas L. Teti
Martin Tuchman
Norma Udall
U.S. Congressman Henry Waxman
U.S. Senator Paul D. Wellstone

November 4, 2003

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

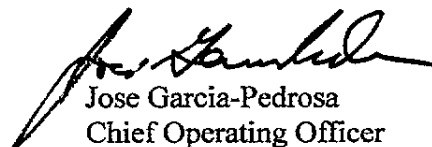
Dear Secretary of State:

Enclosed please find the following documents which we wish to file with your office on behalf of the National Parkinson Foundation, Inc. (NPF):

1. Corporate Resolution, signed by the NPF President and Secretary.
2. Restated Articles of Incorporation
3. Restated Bylaws
4. Check for filing fee of \$43.75.

Kindly accept these papers for filing and return a certified copy in the enclosed, stamped, self-addressed envelope. Please advise if anything else is required.

Sincerely,



Jose Garcia-Pedrosa
Chief Operating Officer

Encl. as stated

**RESTATED
ARTICLES OF INCORPORATION
OF
NATIONAL PARKINSON FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

NAME

The name of this corporation shall be NATIONAL PARKINSON FOUNDATION, INC. (the "Corporation").

II.

ADDRESS

The address of the principal office and the mailing address of the Corporation is 1501 N.W. 9th Avenue, Miami, Florida 33136-1494.

III.

PURPOSE

The purposes of the Corporation include:

- A. To encourage and support, through grants of money and otherwise, research into causes, improved diagnosis, therapy, cures for, and prevention of Parkinson's disease and related disorders.
- B. To educate and inform lay and professional people and interested agencies and groups about Parkinson Disease and related disorders.
- C. To raise awareness of the medical, social, psychological, and financial needs of the patients, their families, and their caregivers, and to advocate for public education and support to ameliorate their problems.
- D. To provide guidance, support, and other outreach services for Parkinson patients, their families, and their caregivers.

- E. To advocate with public officials and with health and long-term care providers to provide additional funding and otherwise to advance the interests of persons with Parkinson disease, their families, and their caregivers, and to promote public and private programs that provide appropriate, affordable, and high-quality health care and social services.
- F. To solicit and accept contributions of money and property and to accept devises and bequests and all other monies and property made available by virtue of trusts, endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use and administer such monies and property for the furtherance of the Foundation's corporate purposes.
- G. To organize and administer Chapters to work with the Foundation in support of the mission of the Foundation.

This Corporation is organized exclusively for charitable, scientific, and educational purposes. To this end, the Corporation shall at all times be operated within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended

III.

EXEMPTION REQUIREMENTS

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

A. The Corporation shall not afford pecuniary gain, incidentally or otherwise, to its Directors. No part of the net earnings of this Corporation shall inure to the benefit of any Directors of the Corporation, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. Such net earnings, if any, of the Corporation shall be used to carry out the nonprofit corporate purposes set forth in Article III, above.

B. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation, or any initiative or referendum before the public, and the Corporation shall not participate, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income

tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

IV.

POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.021 of the Florida Statutes. The activities of the Corporation are limited by the provisions of Section 617.0105 of the Florida Statutes, which are incorporated by reference herein and any and all other restrictions which are required to obtain tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

V.

DURATION

The duration of the corporate existence shall be perpetual.

VI.

BOARD OF DIRECTORS

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in a Board of Directors consisting of not fewer than three (3) persons as provided for in the Corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

VII.

PERSONAL LIABILITY

No officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the officer or Directors be subject to the payment of the debts or obligations of the Corporation.

VIII.

BYLAWS

Section 1. The Directors of the Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the bylaws may be amended, altered, or rescinded by a majority vote of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

IX.

AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

X.

DISSOLUTION

At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs, and expenses of the Corporation, dispose of all of the assets of the Corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

XI.

REGISTERED OFFICE

The name and address of the registered office and the registered agent of the Corporation are:

Nathan Slewett
1501 N.W. 9th Avenue
Miami, Florida 33135

These Restated Articles of Incorporation were duly adopted by the Board of Directors on October 23, 2003. The Restated Articles do not contain any amendments requiring member approval.

IN WITNESS WHEREOF, the undersigned has executed these Restated Articles of Incorporation the 4th day of November, 2003.



Nathan Slewett, Chairman of the Board

Date: November 4, 2003

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