

NO1000000622

TRANSMITTAL LETTER

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

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-01/25/01--01078--010
*****87.50 *****87.50

SUBJECT: Perseus Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Laura J. Knight
Name (Printed or typed)

6322 Montana Ave.
Address

New Port Richey, FL 34653
City, State & Zip

727-843-8113
Daytime Telephone number

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

T. Burch JAN 26 2001

ARTICLES OF INCORPORATION

PREAMBLE

The undersigned, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

ARTICLE I. NAME

The name of the Corporation Not for Profit shall be the Perseus Foundation, Inc.

ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:

Perseus Foundation, Inc.
6322 Montana Avenue
New Port Richey, FL 34653

ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, as may be amended. To wit: To engage in research in the varied scientific and socio-cultural fields seeking solutions to the fundamental sufferings and limitations of humanity; to disseminate the findings and results of said research to the public by means of, though not limited to, publications, lectures and seminars; and to further and promote such research and dissemination.

ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of 501 (c) (3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.

2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of 501 (c) (3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of 501 (h) of the Internal Revenue Code, as may be amended.
4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of 501 (c) (3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

ARTICLE VII. MEETINGS

1. After incorporation, the appropriate members of the Corporation shall hold an organization meeting in accordance with Chapter 617, Florida Statutes, as amended.
2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree

ARTICLE VIII. INCORPORATORS

The names and addresses of the Incorporators are:

Arkadiusz Z. Jadczyk, Ph.D.

6322 Montana Avenue

New Port Richey, FL 34653

Laura J. Knight

6322 Montana Avenue

New Port Richey, FL 34653

ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of 501 (c) (3) of the Internal Revenue Code, as amended, or shall be distributed to a State of the Federal government for a public purpose.

ARTICLE X. INITIAL REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation are:

Laura J. Knight

6322 Montana Avenue

New Port Richey, FL 34653

ACCEPTANCE BY REGISTERED AGENT

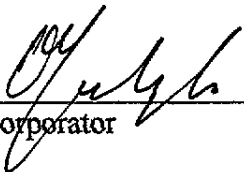
Having been appointed the Registered Agent of the Perseus Foundation, Inc., to accept service of process at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature: Registered Agent

01-23-01

Date



Signature: Incorporator

01-23-01

Date