

HOLLAND & Knight.LLP  
Requester's Name

315 So. Calhoun St. Suite 600  
Address

Tallahassee, FL 425-5675  
City/State/Zip Phone #

**001000000 767**  
CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known).

1. Nicole Paxson Lupus Foundation, Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit  
☒ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

300003562163--7  
-01/22/01--01029--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
01 JAN 22 AM 10:49  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

January 22, 2001

HOLLAND & KNIGHT, LLP

SUBJECT: NICOLE PAXSON LUPUS FOUNDATION, INC.  
Ref. Number: W01000001590

We have received your document for NICOLE PAXSON LUPUS FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 601A00003455

*on page 5*  
*Please re-read & resubmit for filing on original filing date*

**ARTICLES OF INCORPORATION**  
**FOR**  
**NICOLE PAXSON LUPUS FOUNDATION, INC.**

01 JAN 22 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber, desiring to form a not for profit corporation under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be NICOLE PAXSON LUPUS FOUNDATION, INC.

**ARTICLE II**

**CORPORATE PURPOSE**

(a) The general object and general purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for those purposes described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and the corresponding provisions of any future federal tax laws (the "Code"), including religious, charitable, scientific, testing for public safety, literary, educational or prevention of cruelty to children or animals ("Charitable Purposes").

(b) More specifically, the Charitable Purposes shall include, but shall not be limited to:

(1) promoting the research of, and researching issues related to diseases affecting the immune system.

(2) educating and making the public aware of such issues and related matters.

(b) In carrying out such Charitable Purposes, the Corporation shall have all of the powers and authorities granted by law pertaining to corporations not for profit, including the power and authority to accept gifts, devises and other contributions for Charitable Purposes, to buy and sell real and personal property, or an undivided interest therein, to lease property, to hold, administer, invest and reinvest the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for Charitable Purposes either directly or by contribution to other organizations organized and operated exclusively for Charitable Purposes; provided, moreover, that such powers and authorities shall be exercised only in furtherance of Charitable Purposes as permitted under Chapter 617, Florida Statutes, and under Sections 501(c)(3) and 170 (c)(2) of the Code and regulations pertaining thereto.

ARTICLE III  
CORPORATE POWERS

In addition to all other corporate powers provided by law and in furtherance of the objectives described above but not in limitation thereof, the Corporation shall have the power to:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "Not for Profit Corporation."

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its Directors cast as the Bylaws may direct, the number of its Directors so that the number shall not be less than three (3) but may be any number in excess thereof.

(g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of its property, franchises or income.

(h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.

(i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or

personal property or any option or interest therein wherever situated.

(j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(l) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(m) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

(n) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(o) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

(p) Merge, consolidate or engage in any other corporate reorganization or corporate division with other not for profit corporations, domestic or foreign, provided that the surviving corporation(s) is (are) a corporation(s) not for profit.

#### ARTICLE IV

#### MEMBERSHIP

The Corporation shall not have members.

## ARTICLE V

### DURATION

The Corporation shall have perpetual existence commencing with the filing of these Articles with the Secretary of State, State of Florida.

## ARTICLE VI

### MANAGEMENT

(a) The affairs of the Corporation shall be managed by a Board of Directors, which shall be elected at the annual meeting of the Corporation. The Board of Directors shall consist of not less than three (3) persons. The number of Directors in excess of three (3) shall be as set forth in the Bylaws. Directors shall be elected or removed in accordance with the procedures provided in the Bylaws.

(b) The officers of the Corporation shall be a President, a Vice President, and a Secretary/Treasurer. The officers shall be elected and shall hold office in the manner provided in the Bylaws.

## ARTICLE VII

### INCORPORATOR, INITIAL DIRECTORS

The name and street address of the Incorporator are:

Bernard A. Barton, Jr.  
400 North Ashley Drive  
Suite 2300  
Tampa, Florida 33602

The names and street addresses of the organizing and initial Directors are:

Marla J. Paxson  
780 South Ocean Boulevard  
Palm Beach, FL 33480

Dr. Daniel Wallace  
8737 Beverly Boulevard, Ste. 213  
Los Angeles, CA 90048-1828

Dr. Ivy Faske  
North Palm Children's Physicians  
Gardens Professional Arts  
3365 Burns Road, Ste. 100  
Palm Beach Gardens, FL 33410-4326

## ARTICLE VIII

### GENERAL

(a) All income and assets of the Corporation in excess of necessary expenses shall be administered solely and exclusively for the Charitable Purposes selected by the Board of Directors.

(b) The Corporation shall have no capital stock and shall pay no dividends to its Incorporator, Directors, or officers. In addition, no part of the income of the Corporation shall be distributed to its Incorporator, Directors, or officers, provided that the Corporation may pay compensation in a reasonable amount to its Incorporator, Directors, or officers for services rendered. The private property of the Incorporators, Directors, or officers shall not be liable for the debts of the Corporation.



## ARTICLE IX

### PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

(a) The Principal Office address of the Corporation is 780 South Ocean Boulevard, Palm Beach, Florida 33480.

(b) The Mailing address is 780 South Ocean Boulevard, Palm Beach, Florida 33480.

(c) The Corporation's Registered Office is located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, and Intrastate Registered Agent Corporation c/o Holland & Knight is hereby appointed as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

## ARTICLE X

### PROHIBITED ACTIVITIES

The Corporation:

(a) shall not attempt to influence legislation as a substantial part of its activities;

(b) shall not allow any part of its net income to inure to the benefit of Directors, officers or members of the Corporation or to any other individuals, except in the furtherance of its Charitable Purposes;

(c) shall not participate to any extent in any political campaign for or against any candidate for public office;

(d) shall not conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Code, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(e) shall not fail to distribute its income for each taxable year at such time and in such manner as to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

(f) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

(g) shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

(h) shall not make any investment in such manner as to subject it to tax under Section 4944 of the Code; or

(i) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

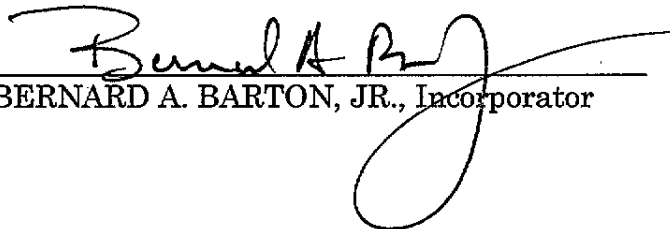
## ARTICLE XI

### DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the Charitable Purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of

Chapter 617, Florida Statutes, the Corporation shall distribute all of its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or to the federal government, or a state or local government for exclusive public purposes, as shall be determined by the last Board of Directors. None of the assets will be distributed to any Officer or Director of this Corporation.

IN WITNESS WHEREOF, the undersigned has subscribed his name this 19<sup>th</sup>  
day of January, 2001.

  
BERNARD A. BARTON, JR., Incorporator

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

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.325, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

NICOLE PAXSON LUPUS FOUNDATION, INC., DESIRING TO ORGANIZE  
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS IN PALM BEACH, FLORIDA, HAS NAMED  
INTRASTATE REGISTERED AGENT CORPORATION C/O HOLLAND & KNIGHT,  
LOCATED AT 701 BRICKELL AVENUE, SUITE 3000, MIAMI, FLORIDA, 33131  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF  
FLORIDA.

SIGNATURE: \_\_\_\_\_

BERNARD A. BARTON, JR.

TITLE: Incorporator

DATE: \_\_\_\_\_

January 19, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.325, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

INTRASTATE REGISTERED AGENT CORPORATION  
C/O HOLLAND & KNIGHT

BY: 

ITS: \_\_\_\_\_

DATE: \_\_\_\_\_

TPA1 #1089878 v1

01 JAN 22 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA