

# NO 1000002003

## LITIGATION OVERSIGHT SERVICES

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FORT LAUDERDALE, FLORIDA 33316

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-03/19/01--01153--013

\*\*\*\*\*78.75 \*\*\*\*\*78.75

**To: Secretary of State, State of Florida**  
**From: M. C. Meisler, COO, Shaken Baby Syndrome Foundation, Inc.**  
**Re: Articles of Incorporation of SBSF, Inc. as a Non-Profit Corporation**

To Whom It May Concern::

Please find enclosed an original and conformed copy of the Articles of Incorporation for the SHAKEN BABY SYNDROME FOUNDATION, Inc, a Florida corporation Not-For- Profit, along with our money order in the amount of \$ 78.75 to cover the filing fee and a certified copy of the recorded Articles.

Please forward the certified copy and charter to my attention at the above referenced address. Thank you for your timely attention with respect to the processing of the documentation enclosed.

Very truly yours,  
SBSF, Inc.

Michael C. Meisler  
Chief Operations Officer  
MCM/rl

Encl: money order for \$ 78.75  
CC: Scott Johnson, Esq.

3/14/2001

FILED  
01 MAR 19 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-22-01  
MC

**ARTICLES OF INCORPORATION**  
**OF**  
**SHAKEN BABY SYNDROME FOUNDATION, INC.**

FILED  
01 MAR 19 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator to form a non-profit corporation under the Florida Non-Profit Corporation Act (Florida Statute 617), adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME**

The name of this corporation shall be: **SHAKEN BABY SYNDROME FOUNDATION, INC.**  
The principal address of this corporation shall be: 4200 State Road Seven, Lake Worth, Florida. 33467.

**ARTICLE II**

**ENABLING LAW**

This corporation is organized pursuant to Chapter 617, Florida Statutes, as a non-profit corporation.

**ARTICLE III**

**PURPOSE**

The purpose for which this Corporation are organized are exclusively charitable, cultural, scientific and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the Regulations promulgated thereunder, being principally to **promote public awareness for the prevention of Shaken Baby Syndrome, advocate justice for the victims of Shaken Baby Syndrome, and provide support, guidance, understanding and compassion for the families of Shaken Baby Syndrome** in the vicinity of the City of Lake Worth, Florida, the activities of which shall include, but not be limited to, the offering of education programs, lectures, films, and other activities, the undertaking and/or sponsoring of research on site or elsewhere, and other similar functions for the benefit of students, teachers, and researchers from education institutions, and the general public. Toward that end, the Corporation shall be empowered to:

of students, teachers, and researchers from education institutions, and the general public. Toward that end, the Corporation shall be empowered to:

1. Take and hold, by bequest, gift, grant, purchase, lease, or otherwise, any property, tangible or intangible, or any undivided interest therein, without limitation as to amount or value;
2. To contract for the operation or management of any part of the business enterprise;
3. To contract for the operation of business enterprises on or about the corporation's facility and/or projects or, at the Board of Directors' discretion, operate such additional business enterprises as they deem desirable;
4. To advertise and promote within or without the State as to the facility and activities of the Corporation;
5. To sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with, the principal thereof, or the income therefrom, in such manner as, in the judgment of the Corporation's Board of Directors, will best promote the purposes of the Corporation, and without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any other law applicable thereto;
6. To receive income from various sources, including fees, entrance charges, rent, grants, loans, and/or any other appropriate source determined to be necessary to carry out the purposes of the Corporation, and to determine the best use of those receipts through preparation of annual budgets, approved by the Board of Directors with the advice and guidance of a Certified Public Accountant and other professionals as warranted, except that no dividends, or part of any income, shall inure or be paid to any Board member, Director, or other person affiliated with the Corporation, excepting only salaries for hired staff and professional assistance, from the receipts of the Corporation;

7. To have and exercise any and all powers conferred upon corporations, both for profit and not for profit, under the statutes of the State of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth above;
8. Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be undertaken by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or (b) a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or any other corresponding provisions of any future United States Internal Revenue law;
9. To the extent permitted by law, to exercise its rights, powers, and privileges by holding meetings of its members and the Board of Directors, and by having one or more offices, by employing personnel, and by establishing branches, subdivisions, and agencies, in any part of the world;
10. Alone, or in cooperation with other persons or organizations, to do any and all lawful acts and things which may be necessary, useful, suitable, or proper, for furtherance, accomplishment, or attainment of any or all of the purposes or powers of the Corporation, provided, however, that the Corporation may not exercise any power, either expressed or implied, in such a manner as would disqualify the Corporation from exemption from income tax under Section 501(c)(3) of the Internal Revenue Code;
11. Notwithstanding the powers and purposes enumerated elsewhere in these Articles, the Corporation shall be restricted as follows: no part of the net earnings of the Corporation shall inure to the benefit of any Board member, other member, officer, or other associate or representative of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), and no Board member, other member, officer, or private

individual, shall be entitled to share the distribution of the Corporation's assets upon dissolution of the Corporation.

#### ARTICLE IV

##### TERM

The period of the duration of this Corporation is perpetual, unless dissolved according to law.

#### ARTICLE V

##### INCORPORATORS

The name and residence of the subscribers to these Articles of Incorporation are:

Michele Poole                      4200 State Road Seven, Lake Worth, Florida 33467.

#### ARTICLE VI

##### QUALIFICATIONS OF MEMBERS

The qualification of members of the Corporation, the authorized number, and the manner of admission of members to this Corporation, the different classes of membership, if any, the privilege of voting and other rights and privileges of members, the liability of members and/or dues or assessments, and the method of collection thereon in the termination and transfer of membership, shall be as set forth in the By-Laws of this Corporation.

#### ARTICLE VII

##### MANAGEMENT OF CORPORATE AFFAIRS

- A. Board of Directors: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The number of Directors herein provided for shall be as set forth in the By-Laws of the Corporation, providing, however, that except for the initial Board of Directors set forth below, there shall never be less than three (3) members on the Board of Directors. The names and addresses of persons

constituting the initial **three (3)** member Board of Directors who are to act in that capacity

until the selection of their successors are:

Michele Poole	4200 State Road Seven, Lake Worth, Florida 33467.
Barbara Ullman	4200 State Road Seven, Lake Worth, Florida 33467.
Jerilyn O'Neil	4200 State Road Seven, Lake Worth, Florida 33467.

The above individuals shall serve as the initial Board of Directors for a period of 90 days subsequent to the date of incorporation. During that time, a list of permanent members of the Board of Directors shall be prepared, consistent with the By-Laws, and objectives for skill and experience, and shall be submitted to the initial Board for approval. This list shall identify proposed terms, consistent with the provision for staggering in the By-Laws, the qualifications of each member, and other relevant information. Subsequent to approval of the initial Board of Directors of the Corporation, the names so submitted shall become the first permanent official Board of Directors of the Corporation, serving terms of one, two and three years as identified.

- B. Employment of Staff: The Board of Directors may retain staff for the purpose of conducting day-to-day management and supervision of Corporation affairs, consistent with policies and directions set by the Board, and with the qualifications and provisions outlined in the By-Laws.

## ARTICLE VIII

### REGISTERED OFFICE AND AGENT

The address of the Corporation's initial registered office in the State of Florida is:

1338 Southeast 17<sup>th</sup> Street Causeway, Fort Lauderdale, Florida 33316.

The name and address of this Corporation's initial registered agent is: Michael C. Meisler.

## ARTICLE IX

### BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or appealed in whole, or in part, in the manner provided therein. Any amendment to the By-Laws shall be binding on all members of this Corporation.

**ARTICLE X**

**AMENDMENTS OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by Director and presented to a quorum of the Board of Directors for their vote; amendments may be adopted by a vote of a majority of members of the Board of Directors of the Corporation.

**ARTICLE XI**

**DISSOLUTION**

In the event of dissolution of this Corporation, the residual assets of the Corporation will be distributed to one or more organizations of the type described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, and corresponding provisions of any subsequent federal tax laws, or to the federal, state, or local government, for exclusive public purposes and use.

**ARTICLE XII**

**NONDISCRIMINATION**

No person shall be denied membership, association with, participation in the programs of, or other involvement with the business and services of the Corporation on the basis of race, creed, national origin, age, sex, handicap, or religion.

This principal shall be reflected in the By-Laws, and in the policies and programs subsequently enacted by the Board.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, for the purpose of forming this Corporation, not-for-profit, under the laws of the State of Florida, this 13 th day of March, 2001.

  
MICHELE POOLE

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED INITIAL REGISTERED AGENT**

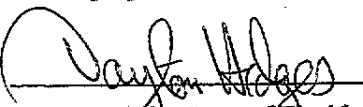
Having been named to accept service of process for Shaken Baby Syndrom Foundation, Inc. at the place designated in the Articles of Incorporation, I hereby agree to act as the initial Registered Agent of Shaken Baby Syndrom Foundation, Inc. and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of my duties.

Dated this 13<sup>th</sup> day of March, 2001.

  
Michael C. Meisler

State of Florida  
County of Broward

Before me, the undersigned officer, personally appeared, Michael C. Meisler, who, being first duly sworn, acknowledged to me that he is the person who is identified as the initial Resident Agent, and the one who executed the foregoing Affidavit of Acceptance, and he executed same for the purpose therein expressed.

  
Notary Public, State of Florida

My Commission Expires



DAYTON HEDGES  
COMMISSION # CC 672579  
EXPIRES AT JG 17, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

FILED  
01 MAR 19 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA