

JAN-02

11:49

NORTON, GURLEY, HAMMERSLEY

954 4691

P.01

N02000000019

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000000192 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : NORTON, GURLEY, HAMMERSLEY & LOPEZ, P.A.
Account Number : I20010000202
Phone : (941) 954-4691
Fax Number : (941) 954-2128

FLORIDA NON-PROFIT CORPORATION

HAELTH RESEARCH FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

FILED
2002 JAN -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SMITH JAN 02 2001

H020000001923

FILED
2002 JAN -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OFHAE LTH RESEARCH FOUNDATION, INC.

A Florida Non-Profit Corporation

These articles of incorporation are signed by the incorporators for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE I. - NAME

The name of this corporation is HAE LTH RESEARCH FOUNDATION, INC. The principal office and the mailing address of the corporation is 599 Broadway, 4th Floor, New York, NY 10012.

ARTICLE II. - PURPOSE

The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, including, but not limited to:

(a) Conducting its affairs, carrying on its operations, and having offices and exercising the powers granted by the Florida Not For Profit Corporation Act in any state or in any foreign country;

(b) Administering for charitable purposes property donated to the corporation;

(c) Distributing property for such purposes in accordance with the terms of gifts, bequests or devises to the corporation not inconsistent with its purposes, as set forth in these articles of incorporation, or in accordance with the determination made by the board of directors pursuant to these articles of incorporation;

(d) Receiving gifts and bequests and to use the principal and income generated from the investment of the gifts and bequests for the benefit of the corporation, or such other charitable, religious or educational organizations that are described in §501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and exempt from taxation under §501(a);

(e) Reserving the power to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if in the sole judgment of

H020000001923

the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable need; and

(f) Engaging in any and all lawful activities necessary or desirable for the accomplishment of any of the above described powers.

ARTICLE III. - MEMBERSHIP

The corporation shall have no members.

ARTICLE IV. - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V. - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three directors. The board of directors shall be elected or appointed as provided in the bylaws. The initial directors of this corporation shall be WILLIAM R. FAIR, WILLIAM R. FAIR, III and PAMELA DANSKY. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE VI.

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be: 435 L'Ambiance Drive, #806, Longboat Key, FL 34228. The registered agent shall be: WILLIAM R. FAIR.

ARTICLE VII. - COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors or officers, or any individual, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of the exemption under Section

H020000001923

501(c)(3) of the Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from taxation under the Code; or
- (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VIII. - INDEMNIFICATION

The corporation shall indemnify any director or officer, or any former director or officer, to the full extent permitted by law.

ARTICLE IX. - INCORPORATOR

The name and address of the incorporator are as follows:

WILLIAM R. FAIR
435 L'Ambiance Drive, #806
Sarasota, FL 34228

ARTICLE X - OFFICERS

The board of directors shall be governed by a president, secretary, treasurer and any other officers which may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

ARTICLE XI. - BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE XII. - AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by a two-thirds vote of the board of directors present at a meeting at which a quorum is present; provided, however, that these articles of incorporation shall not

H020000001923

be amended to permit the corporation to engage in any activity prohibited in Article VII.

ARTICLE XIII. - DISSOLUTION

Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for religious, charitable or scientific purposes as shall, at the time, qualify as exempt under Section 501(c)(3) of the Code, as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the circuit court which has general jurisdiction for the county in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or such charitable organization or organizations described in Section 501(c)(3) of the Code as the court shall select.

ARTICLE XIV. - DEFINITIONS

For purposes of these articles, "charitable purposes" include educational, religious, scientific, public and other purposes, contributions to which are deductible under Section 170(c) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on December 10th, 2001.



WILLIAM R. FAIR

H020000001923

H020000001923

FILED
2002 JAN -2 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process at the place designated in the articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED: December 18th, 2001

William R. Fair
WILLIAM R. FAIR

EJL:dfe\H:\APPS\wp80\4863\1 Haelth\Foundation Articles of Inc.wpd

H020000001923