

NO2000001406

~~Margaux~~ Margaux Brooks, A1
Requester's Name

PO Box 1547
Address

Tallahassee 8785212
City/State/Zip Phone #

Sarah

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Margaux's Miracle Foundation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

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4. _____
(Corporation Name) (Document #)

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☐ Will wait

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☐ Certificate of Status

NEW FILINGS

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

AMENDMENTS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

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

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DIVISION OF CORPORATE
REGISTRATION

Examiner's Initials

CR2E031(7/97)

J. BRYAN FEB 27 2002

ARTICLES OF INCORPORATION
OF
MARGAUX'S MIRACLE FOUNDATION, INC.

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TALLAHASSEE, FLORIDA

The undersigned subscribe to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further state as follows:

ARTICLE I
Name and Principal Place of Business

The name of the corporation is the Margaux's Miracle Foundation, Inc. The initial principal place of business is: Grand Bay Plaza, Penthouse One, 2665 South Bayshore Drive, Miami, Florida 33133.

ARTICLE II
Duration

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III
Purpose

This corporation is organized as a scientific and research organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any activities which are not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law. The corporation is established to provide and publish the results of research seeking to discover, test and

improve upon complementary treatments of cancer patients, with a particular emphasis on Ewings Sarcoma and other childhood cancers. The corporation will provide funding for scientific research by professionals and organizations devoted to funding complementary treatment techniques to those offered by the established medical community. The organization is also dedicated to service impacting the health, education and spiritual well-being of children of all ages. Margaux's Miracle Foundation, Inc. will also focus on programs and organizations dedicated to the health and well-being of animals in need, with specific emphasis on horses and horses as healing agents.

ARTICLE IV **Restrictions**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons; provided, however, 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 III, hereof and to pay or reimburse the reasonable expenses of fundraising and carrying out the objectives of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V **Members**

The initial founding members of the corporation shall be known as "Charter Members" who are persons who have demonstrated substantial commitment to the research and service goals of the corporation either through a funding commitment, community service or through research activities in furtherance of the corporation's goals.

Other classifications of membership shall be as established by the Board of Directors as provided

in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

ARTICLE VI

The street address and city of the registered office of the corporation is:

Margaux's Miracle Foundation, Inc.
c/o Grossman and Roth, P.A.
Grand Bay Plaza, Penthouse One
2665 South Bayshore Drive
Miami, Florida 33133

The name of the initial registered agent at such address is Neal A. Roth, Esquire.

ARTICLE VII **Board of Directors**

The number of persons constituting the Board of Directors of the corporation shall not be less than three (3) nor more than twenty (20) members as determined in the by-laws. The initial Directors of the corporation shall be appointed by the Incorporators to staggered terms. Not more than one-half (½) of the Directors shall be appointed to a one (1) year term; the remaining Directors shall each be appointed to a two (2) year term. Directors shall not be required to be members of the corporation; however, members of the corporation shall be entitled to serve as Directors. The by-laws shall provide the process for the selection of Directors at the conclusion of the initial appointed Directors' terms. There shall be no limit on the number of terms a Board member may serve. Board members shall serve with no compensation; provided, however, the Board may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from receiving compensation for serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE VIII
Officers

The corporation shall have such officers as may be provided for in the by-laws. The manner of selection of officers shall also be provided for in the by-laws. The corporation shall have at least the following officers:

1. Chairperson
2. President
3. Secretary
4. Treasurer

An individual may hold more than one office in the corporation. Duties of officers shall be described in the by-laws.

ARTICLE IX
Indemnification of Officers and Directors

Officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any

prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Incorporators

The names and addresses of the incorporators subscribing to these Articles of Incorporation are set forth below:

Neal A. Roth, Esquire
Grand Bay Plaza, Penthouse One
2665 South Bayshore Drive
Miami, Florida 33133

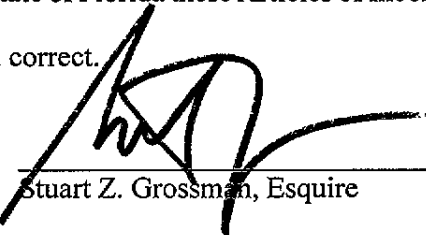
Stuart Z. Grossman, Esquire
Grand Bay Plaza, Penthouse One
2665 South Bayshore Drive
— Miami, Florida 33133

Debbie Grossman
Grand Bay Plaza, Penthouse One
2665 South Bayshore Drive
Miami, Florida 33133

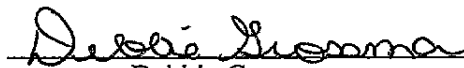
IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida do hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certify that the facts stated herein are true and correct.



Neal A. Roth, Esquire



Stuart Z. Grossman, Esquire



Debbie Grossman

VERIFICATION

STATE OF FLORIDA)
COUNTY OF DADE)

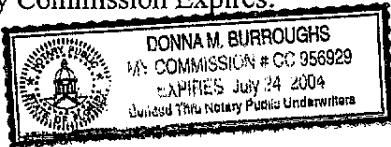
The foregoing instrument was acknowledged before me this 20 day of Feb, 2002, by Neal A. Roth, Stuart Z. Grossman and Debbie Grossman each in the presence of one another, who are personally known to me **OR** who provided a valid Florida Driver's License as identification (strike

through one).

WITNESS my hand and seal in the County and State named above on this 20 day of Feb, 2002.

Donna M Burroughs
NOTARY PUBLIC

My Commission Expires:



Notary Public: Donna M Burroughs
Printed Name

ACCEPTANCE BY REGISTERED AGENT

Neal A. Roth, Esquire, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of the acceptance, does hereby agree to abide by the provisions of Section 607.0501, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: Grand Bay Plaza, Penthouse One, 2665 South Bayshore Drive, Miami, Florida 33133.

Neal A. Roth
Neal A. Roth, Esquire

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