

**HINES, NORMAN, HINES & SULLIVAN, P.L.**

ATTORNEYS AT LAW

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315 S. Hyde Park Avenue  
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OFFICES IN:

TAMPA  
SUN CITY CENTER  
LAND O'LAKES

**N1020000007930**

September 26, 2002

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Attn: Registration Section

Re: **The Joshua A. Halpern, M.D. Plastic Surgery Foundation for Children, Inc.**

Dear Sir or Madam:

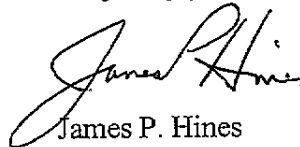
Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation and our check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

**300008099443--4**  
-09/30/02--01046--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please file the Articles of Incorporation, date stamp the enclosed copy and return it to our office. Thank you for your assistance.

Very truly yours,

  
James P. Hines

scr  
Enclosures  
Check: \$70.00  
cc: Joshua A. Halpern, M.D. (w/encls.)

**FILED**  
**02 OCT 16 PM 1:11**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*me 10/16*



FLORIDA DEPARTMENT OF STATE  
Jim Smith  
Secretary of State

October 2, 2002

HINES, NORMAN, HINES & SULLIVAN, P.L.  
315 S. HYDE PARK AVENUE  
TAMPA, FL 33606

SUBJECT: THE JOSHUA A HALPERN, M.D. PLASTIC SURGERY  
FOUNDATION FOR CHILDREN, INC.  
Ref. Number: W02000028475

We have received your document for THE JOSHUA A HALPERN, M.D. PLASTIC SURGERY FOUNDATION FOR CHILDREN, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 502A00055428

**ARTICLES OF INCORPORATION FILED**

**OF**

**02 OCT 16 PM 1:11**

**THE JOSHUA A. HALPERN, M.D. PLASTIC SURGERY FOUNDATION FOR CHILDREN, INC.**

**SECRETARY OF STATE**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Chapter 617 Florida Statutes.

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be: **THE JOSHUA A. HALPERN, M.D. PLASTIC SURGERY FOUNDATION FOR CHILDREN, INC.** ("the Corporation"). The initial principal office of the Corporation shall be located at 4214 N. Habana Ave., Tampa, Florida 33607, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be P.O. Box 46186, Tampa, Florida 33647, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

**ARTICLE II**  
**PURPOSES**

This Corporation is organized exclusively for improving the self-esteem and confidence of children who suffer ridicule or embarrassment as a result of visible, physical attributes, whether such attributes are hereditary in nature or the result of trauma, through the provision of plastic surgery procedures, with an emphasis on otoplasty, that will minimize or eliminate such physical attributes. The Corporation shall provide such surgical procedures, free of charge, to selected children who qualify under the Corporation's charity care policy. In fulfilling its purposes, the Corporation shall not discriminate on the basis of race, color, or national or ethnic origin in any manner whatsoever.

**ARTICLE III**  
**POWERS**

The Corporation shall possess all powers allowed by law, including, but not limited to, the following powers:

(a) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this Corporation and in keeping with its stated purposes in the foregoing Article II hereof.

(b) To contract, to sue and be sued, and to generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

(c) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to lend money upon such property and to take mortgages and assignments of mortgages on the same; and to transact any and all business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the Corporation;

(d) To borrow money and contract debts when necessary for the furtherance of the purposes of the Corporation or for the exercise of its corporate rights, privileges or franchise or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgage or otherwise;

(e) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(f) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interest therein and thereunder;

(g) To receive assistance, money, real or personal property and any other form of contributions from any person, firm, corporation, or other entity, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(h) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(i) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(j) To apply the whole or any part of the earnings and assets of the Corporation exclusively for educational, scientific, charitable or religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations ("the Internal Revenue Code");

(k) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes; and

(1) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the charitable purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

#### **ARTICLE IV** **DURATION AND EXISTENCE**

The existence of the Company shall commence on the filing of these Articles and shall thereafter be perpetual, unless dissolution or conversion occurs according to law.

#### **ARTICLE V** **SUBSCRIBER**

The name and address of the subscriber is:

Joshua A. Halpern, M.D.  
P.O. Box 46186  
Tampa, FL 33647

#### **ARTICLE VI** **OFFICERS**

The affairs of the Corporation shall be conducted by a President, a Treasurer, a Secretary, and such other officers designated and authorized by the Board of Directors. The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

#### **ARTICLE VII** **DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the Bylaws of the Corporation.

The initial directors shall be:

Joshua A. Halpern  
P.O. Box 46186  
Tampa, FL 33647

Adele G. Yunger  
P.O. Box 46186  
Tampa, FL 33647

James P. Hines, Esq.  
315 S. Hyde Park Ave.  
Tampa, FL 33606

**ARTICLE VIII**  
**AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

**ARTICLE IX**  
**CHARITABLE LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

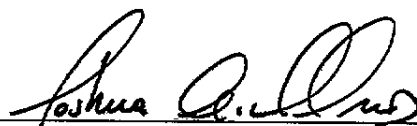
**ARTICLE X**  
**DISPOSITION OF ASSETS**

In the event of 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 transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and, to the extent possible, are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered agent and the initial registered office for the Corporation are as follows: James P. Hines, Esq., Hines, Norman, Hines & Sullivan, P.L., 315 South Hyde Park Avenue, Tampa, Florida 33606.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 1 day of August, 2002 for the uses and purposes therein stated.

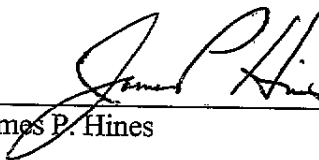
  
\_\_\_\_\_  
Joshua A. Halpern, M.D.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR  
THE JOSHUA A. HALPERN, M.D. PLASTIC SURGERY FOUNDATION FOR CHILDREN, INC.**

Pursuant to Florida Statute Section 617.051, **THE JOSHUA A. HALPERN, M.D. PLASTIC SURGERY FOUNDATION FOR CHILDREN, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates James P. Hines, 315 South Hyde Park Avenue, Tampa, Florida 33606, as its agent to accept service of process within Florida.

Having been named to accept service of process for **THE JOSHUA A. HALPERN, M.D. PLASTIC SURGERY FOUNDATION FOR CHILDREN, INC.**, at the place designated hereinunder, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
James P. Hines

**FILED**  
**02 OCT 16 PM 1:11**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**