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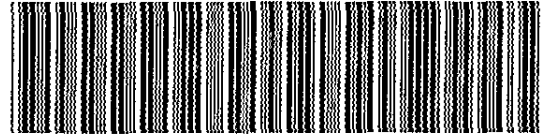
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SECRETARY OF STATE
FALL ARIZONA COUNTY

KOHL & RICHARD

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September 19, 2003

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

RE: New Not For Profit Corporation filing ASTAAR, INC.

To Whom It May Concern:

Enclosed please find two (2) originals of the Articles of Incorporation for ASTAAR, INC., a Not For Profit Corporation, and a check in the amount of \$78.75 representing the filing fee.

Upon receipt, please forward one (1) certified original directly to our office via the self addressed stamped envelope provided for your convenience.

If you have any questions, please feel free to contact us at the above address and telephone number.

Very truly yours,



Thomas W. Dvorak

TWD/cnb
Enclosures

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**ARTICLES OF INCORPORATION
OF
ASTAAR, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The Undersigned, acting as the incorporator of a Not For Profit Corporation under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I
NAME**

The name of this Corporation is: ASTAAR, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

723 NW Spruce Ridge Dr.
Stuart, FL 34994

**ARTICLE III
DURATION AND EFFECTIVE DATE**

The duration of this Corporation is perpetual, unless dissolved according to law. The effective date of this incorporation shall be upon filing.

**ARTICLE IV
PURPOSE**

This Corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. These purposes include the treatment of distressed persons with neurological trauma, disorders, and disease.

**ARTICLE V
MEMBERS**

This Corporation shall have Voting Members. The name and address of the sole voting member is:

L. Joan Heart
723 NW Spruce Ridge Dr.
Stuart, FL 34994

ARTICLE VI
PREEMPTIVE RIGHTS

This Corporation does not elect to have preemptive rights.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The name of the Corporation's registered agent and the street address of the Corporation's initial registered office are as follows:

<u>Name</u>	<u>Street Address</u>
Thomas W. Dvorak	50 S.E. Kindred Street Suite 107 Stuart, FL 34994

ARTICLE VIII
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have at least three members initially. The method of election of directors is provided in the By-laws of the Corporation.

ARTICLE IX
INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
L. Joan Heart	723 NW Spruce Ridge Dr. Stuart, FL 34994

ARTICLE X
COMMON DIRECTOR - TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this Corporation and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its

Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such Director or Directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by vote or consent sufficient for that purpose without counting the votes or consents of such Director; or (b) the fact of such relationship or interest is disclosed or known to the Members entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes approves or ratifies such contract or transactions.

ARTICLE XI **BY-LAWS**

The By-Laws of the Corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of Members at any meeting thereof.

ARTICLE XII **EMERGENCY BY-LAWS**

The Board of Directors of the Corporation may adopt bylaws to be effective only in an "emergency". An emergency exists if a quorum of the Corporation's directors cannot readily be assembled because of some catastrophic event. Emergency bylaws are subject to amendment or repeal by the members as well as the directors.

ARTICLE XIII **DISTRIBUTIONS**

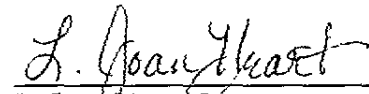
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.

ARTICLE XIV
DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or Officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are owned and operated exclusively for such purposes.

ARTICLE XV
NOT FOR PROFIT ACTIVITIES

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 in, 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or by (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



L. Joan Heart, Incorporator

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

In pursuance of §§48.091(1) and 617.0501, Florida Statutes, the following is submitted in compliance thereof:

That ASTAAR, INC., desiring to organize as a corporation under the laws of the State of Florida, with its initial registered office in Florida being in the County of Martin, at 50 S.E. Kindred Street, Suite 107, Stuart, FL 34994 has named Thomas W. Dvorak, located at that same address as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.


Thomas W. Dvorak, Registered Agent

9-19-03
Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA