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FILED  
04/23/04 - 6 PM 2:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

04-16229

TS 05/06/04

## TRANSMITTAL LETTER

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

SUBJECT: NATIONAL ALZHEIMERS ALLIANCE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Raymond C. Cuda  
Name (Printed or typed)

50 CELESTIAL WAY #208  
Address

JUNO BEACH FL 33408  
City, State & Zip

561-775-0973  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

RECEIVED  
04 MAY -8 AM 11:33

April 27, 2004

RAYMOND C CUDDA  
50 CELESTIAL WAY #208  
JUNO BEACH, FL 33408

SUBJECT: NATIONAL ALZHEIMERS ALLIANCE, INC.  
Ref. Number: W04000016229

We have received your document for NATIONAL ALZHEIMERS ALLIANCE, INC. and your check(s) totaling \$78.75. 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) 245-6927.

Tracy Smith  
Document Specialist  
New Filings Section

Letter Number: 604A00028033

JUST ARTICLE VIII, THE INCEPTION  
DATE HAS BEEN CHANGED

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617., F.S. (Non-Profit)

05/07/03  
FILED  
04 MAY -6 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I      NAME**

The name of the Non-Profit shall be:      National Alzheimers Alliance, Inc.

**ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailling address is:      50 Celestial Way, #208, Juno Beach  
Florida, 33408 until otherwise established by an amendment of the articles or by the board of  
directors and a record of such change is filed with the Department of State in the manner  
provided by law.

**ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is to raise money for grants to research of  
neurodegenerative and for outreach grants for needy individuals with such diseases.

**ARTICLE IV      DIRECTORS**

Section 4.01. Powers; personal liability.

(a) General rule. Pursuant to Florida Business Law, the business and affairs of the Incorporator  
shall be managed by or under the direction of the board of directors.

(b) Standard of care; justifiable reliance. A director shall stand in a fiduciary relation to the  
incorporator and shall perform his or her duties as a director, including duties as a member of  
any committee of the board upon which the director may serve, in good faith, in a manner the  
director reasonable believes to be in the best interests of the incorporator and with such care,  
including reasonable inquire, skill, and diligence, as a person of ordinary prudence would use  
under similar circumstances. In performing his or her duties, a director shall be entitled to rely in  
good faith on information, opinions, reports, or statements, including financial statements and  
other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the incorporator whom the director reasonable  
believes to be reliable and competent in the matters presented.

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(2) Counsel, public accountants, or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board upon which the director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the director reasonable believes to merit confidence.

A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted.

(c) Consideration of factors. In discharging the duties of their respective positions, the board of directors, committees of the board, and individual directors may, in considering the best interests of the incorporator, consider the effects of any action upon employees, upon suppliers and customers of the incorporator and upon committees in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of subsection (b).

(d) Presumption. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

(e) Personal liability of directors.

(1) A director shall not be personally liable, as such, for monetary damages for any action taken, or any failure to take any action, unless:

(i) the director has breached or failed to perform the duties of his or her office under this section; and

(ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.

(2) The provisions of paragraph (1) shall not apply to the responsibility or liability of a director pursuant to any criminal statute, or the liability of a director for the payment of taxes pursuant to local, state, or federal law.

(f) Notation of dissent. A director who is present at a meeting of the board of directors, or of a committee of the board, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting or unless the director files a written dissent to the action with the secretary of the meeting before the adjournment thereof or transmits the dissent in writing to the secretary of the incorporator immediately after the adjournment of the meeting. The right to dissent shall not apply to a director who voted in favor of the action. Nothing in this section shall bar a director from asserting that minutes of the meeting incorrectly omitted his or her dissent if, promptly upon receipt of a copy of such minutes, the director notifies the secretary, in writing, of the asserted omission or inaccuracy.

Section 4.02. Qualifications and selection of directors.

(a) Qualifications. Each director of the incorporator shall be a natural person of full age who need not be a resident of Florida.

(b) Election of directors. Except as otherwise provided in these bylaws, directors of the incorporator shall be elected by the board of directors. In elections for directors, voting need not be by ballot, except upon demand made by a director entitled to vote at the election and before the voting begins.

Section 4.03. Number and term of office.

(a) Number. The board of directors shall consist of such number of directors, not less than one no more than five, as may be determined from time to time by resolution of the board of directors.

(b) Term of office. Each director shall hold office until the expiration of the term for which he or she was selected and until a successor has been selected and qualified or until his or her earlier death, resignation or removal. A decrease in the number of directors shall not have the effect of shortening the term of any incumbent director.

(c) Resignation. Any director may resign at any time upon written notice to the incorporator. The resignation shall be effective upon receipt thereof by the incorporator or at such subsequent time as shall be specified in the notice of resignation.

Section 4.04 Vacancies.

(a) General rule. Vacancies in the board of directors, including vacancies resulting from an increase in the number of directors, may be filled by a majority vote of the remaining members of the board though less than a quorum, or by a sole remaining director, and each person so selected shall be a director to serve for the balance of the unexpired term, and until a successor has been selected and qualified or until his or her earlier death, resignation, or removal.

(b) Action by resigned directors. When one or more directors resign from the board effective at a future date, the directors then in office, including those who have so resigned, shall have power by the applicable vote to fill the vacancies, the vote thereon to take effect when the resignations become effective.

Section 4.05. Removal of directors.

(a) Removal by directors. Any individual director may be removed from office without assigning any cause by the vote of the directors. In case the board or any one or more directors are so removed, new directors may be elected at the same meeting. The board of directors may be removed at any time with or without cause by the unanimous vote or consent of board of directors entitled to vote thereon.

Section 4.06. Place of meetings. Meetings of the board of directors may be held at such place or without Florida as the board of directors may from time to time appoint or as may be designated in the notice of the meeting.

Section 4.07. Organization of meetings. At every meeting of the board of directors, the chairman of the board, if there be one, or, in the case of a vacancy in the office or absence of the chairman of the board, one of the following officers present in the order stated: the vice chairman of the board, if there is one; the president; the vice presidents in their order of rank and seniority; or a person chosen by a majority of the directors present, shall act as chairman of the meeting. The secretary or, in the absence of the secretary, an assistant secretary, or, in the absence of the secretary and the assistant secretaries, any person appointed by the chairman of the meeting, shall act as secretary.

Section 4.08. Regular meetings. Regular meetings of the board of directors shall be held at such time and place as shall be designated from time to time by resolution of the board of directors.

Section 4.09. Special meetings. Special meetings of the board of directors shall be held whenever called by the chairman or by two or more of the directors.

Section 4.10. Quorum of and action by directors.

(a) General rule. A majority of the directors in office of the incorporator shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present and voting at a meeting at which a quorum is present shall be the acts of the board of directors.

(b) Action by written consent. Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if, prior or subsequent to the action, consent or consents thereto by all of the directors in office is filed with the secretary of the incorporator.

## **ARTICLE V            OFFICERS**

(a) Number, qualifications and designation. The officers and directors of the incorporator shall be;

**Chief Executive Officer/Chairman of the Board;** Raymond Cuda, 50 Celestial Way, #208, Juno Beach, Florida 33408

**President/Senior Vice Chairman of the Board;** Dr. Christine Perales, 19356 SW 25<sup>th</sup> Court, Miramar, Florida 33029

**Chief Operations Officer/Vice Chairman of the Board;** Christopher D. Shea, 115 Bamboo Road, Apt.106, Palm Beach Shores, Florida 33404,

and such other officers as may be elected in accordance with the provisions of Section 5.03. Officers may but need not be directors of the incorporator.

(b) Resignations. Any officer may resign at any time upon written notice to the incorporator. The resignation shall be effective upon receipt thereof by the incorporator or at such subsequent time as may be specified in the notice of resignation.

(c) Bonding. The incorporator may secure the fidelity of any or all of its officers by bond or otherwise.

(d) Standard of care. Except as otherwise provided in the articles, an officer shall perform his or her duties as an officer in good faith, in a manner he or she reasonably believes to be in the best interests of the incorporator and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. A person who so performs his or her duties shall not be liable by reason of having been an officer of the incorporator.

Section 5.02. Election and term of office. The officers of the incorporator, except those elected annually by the board of directors, and each such officer shall hold office for a term of one year and until a successor has been selected and qualified or until his or her earlier death, resignation, or removal.

Section 5.03. Subordinate officers, committees, and agents.

The board of directors may from time to time elect such other officers and appoint such committees, employees or other agents as the business of the incorporator may require.

Section 5.04. Removal of officers and agents. Any officer or agent of the incorporator may be removed by the board of directors with or without cause. The removal shall be without prejudice to the contract rights, if any, of any person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5.05. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the board of directors or by the officer or committee to which the power to fill such office has been delegated pursuant to Section 5.03, as the case may be, and, if the office is one for which these bylaws prescribe a term, shall be filled for the unexpired portion of the term.

Section 5.06. Authority. All officers of the incorporator, as between themselves and the incorporator, shall have such authority and perform such duties in the management of the incorporator as may be provided by or pursuant to resolutions or orders of the board of directors or in the absence of controlling provisions in the resolutions or orders of the board of directors, as may be determined by or pursuant to these bylaws.

Section 5.07. The chairman and vice chairman of the board.



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The chairman of the board or in the absence of the chairman, the vice chairman of the board, shall preside at all meetings of the shareholders and of the board of directors and shall perform such other duties as may from time to time be requested by the board of directors.

Section 5.08. Salaries. The salaries of the officers elected by the board of directors shall be fixed from time to time by the board of directors or by such officer as may be designated by resolution of the board. The salaries or other compensation of any other officers, employees, and other agents shall be fixed from time to time by the officer of committee to which the power to elect such officers or to retain or appoint such employees or other agents has been delegated pursuant to Section 5.03. No officer shall be prevented from receiving such salary or other compensation by reason of the fact that the officer is also a director of the incorporator.

**ARTICLE VI            REGISTERED AGENT**

The name and address of the registered agent is:

Dr. Christine Perales, 19356 SW 25<sup>th</sup> Court, Miramar, Florida 33029

**ARTICLE VII            INCORPORATOR**

The name and address of the Incorporator is:

Raymond C. Cuda, 50 Celestial Way, #208, Juno Beach, Florida 33408

**ARTICLE VIII            EFFECTIVE DATE OF INCORPORATOR**

The effective date of the incorporator shall be May 7, 2004.

**ARTICLE IX            MISCELLANEOUS**

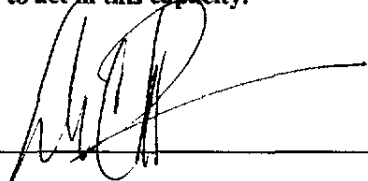
Section 12.01. Corporate Seal. The corporation shall have a corporate seal in the form of a circle containing the name of the corporation, the year of incorporation, and such other details as may be approved by the board of directors.

Section 12.02. Checks. All checks, notes, bills of exchange, or other orders in writing shall be signed by such person or persons as the board of directors or any person authorized by resolution of the board of directors may from time to time designate.


Section 12.03. Amendment of bylaws. These bylaws may be amended or repealed, or new bylaws may be adopted, either, (i) by vote of the shareholders at any duly organized annual or special meeting of shareholders; or (ii) with respect to those matters that are not by statute committed expressly to the

shareholders and regardless of whether the shareholders have previously adopted or approved the bylaw being amended or repealed, by vote of a majority of the board of directors of the corporation in office at any regular or special meeting of directors. Any change in these bylaws shall take effect when adopted unless otherwise provided in the resolution effecting the change.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Dr. Christine Perales      Registered Agent

05/02/04  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Raymond C. Cuda      Incorporator

5/2/04  
\_\_\_\_\_  
Date

FILED  
04 MAY -6 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA