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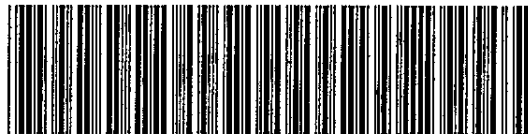
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04 APR 2004
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STATION

FOSTER & FUCHS, P.A.
ATTORNEYS AT LAW

7108 FAIRWAY DRIVE
FAIRWAY PROFESSIONAL OFFICE SUITE 200
PALM BEACH GARDENS, FLORIDA 33418

JOHN FENN FOSTER
LANCE C. FUCHS

TELEPHONE (561) 799-6797
FACSIMILE (561) 799-6551

ROBERT McK FOSTER (1922-1998)
ROBERT M. FOSTER (1893-1958)

EMAIL: lbogatin@fosterfuchs.com

August 3, 2004

VIA FEDEX

Department of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

RE: EPICC, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for filing.
Please stamp the copy and return to our office.

I have also enclosed our firm check in the amount of \$70.00 for the filing fee.

Should you have any questions, please call.

Sincerely,


Lisa Bogatin
Office Administrator

/lab

Enclosure

STAMPED
RECEIVED
AUG 10 2004
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32399

ARTICLES OF INCORPORATION

OF

EPICC, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: EPICC, INC. (" Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
301 Broadway, Riviera Beach, Florida 33404.

ARTICLE III

NO MEMBERS

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE IV

DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE V

PURPOSES

The specific purposes for which the Corporation is organized is:

- a. To engage in and transact any lawful business under the Florida Not For Profit Corporation Act.

b. To do such other things as are incidental to the purpose of Not For Profit Corporations or necessary or desirable in order to accomplish them.

c. The purposes for which this Not For Profit Corporation is organized are exclusively charitable and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), as amended, and the Regulations promulgated thereunder, with the following being the particular objects and purposes of the Corporation:

- (1) To promote community-wide collaboration to develop an integrated action plan for HIV/AIDS Education, Prevention, Intervention, and Continuous Care in Palm Beach County, Florida;
- (2) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, real or personal property, or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property in furtherance of the mission and purpose of this Corporation;
- (3) To make grants, gifts, donations, or charitable contributions to organizations and programs which are described in Section 501(c)(3) of the Code, as amended for the purposes described herein;
- (4) To manage and operate any of its assets in recognition and attainment of the foregoing objectives; and
- (5) To engage in such pursuits as may be necessary or incidental, or which may aid and assist, in carrying out the Corporation's mission and purposes.

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and property of the Corporation shall be handled, administered operated and distributed as hereinabove set forth, the Corporation, its directors and officers shall possess and exercise all powers, authorities and privileges granted by and allowed under the laws of the State of Florida, subject to the limitation and condition that, notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of these exercised by and organization exempt under Section 501(c)(3) of the Code, as amended, and Treasury Regulations thereunder as they now exist or as may be hereafter amended, and by an organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as may be hereafter amended.

ARTICLE VI

MANNER OF ELECTION OF DIRECTORS AND INITIAL BOARD

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, but may never be less than three. The method and manner in which directors are to be elected or appointed shall be as stated in the Bylaws.

The initial Board of Directors is:

Robert A. Bytnar
Glenn Krabec, PHD
Jean M. Malecki, MD, MPH, FACPN

ARTICLE VII

OFFICERS

The officers of the Corporation may consist of a President, chair, one or more vice-chairs, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the Board of Directors.

ARTICLE VIII

BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE IX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are: Paul A. Moore, MSW, 301 Broadway, Riviera Beach, FL 33404.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is: John Fenn Foster, Esq., FOSTER & FUCHS, P.A., 7108 Fairway Drive, Suite 200, Palm Beach Gardens, Florida 33418.

ARTICLE XI

LIMITING POWERS CLAUSE

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 the purpose clause hereof. 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 any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 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 XIII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them.

ARTICLE XIV

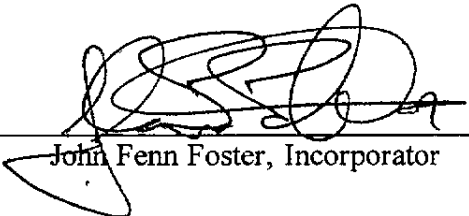
INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to, Florida Statutes Chapter 617. It is intended that the Corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617, and other similar laws.

ARTICLE XV

COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence shall commence upon filing of these Articles of Incorporation with the Secretary of State, State of Florida.



John Fenn Foster, Incorporator

7-28-04

Date

CERTIFICATE OF DESIGNATION/REGISTERED AGENT/OFFICE

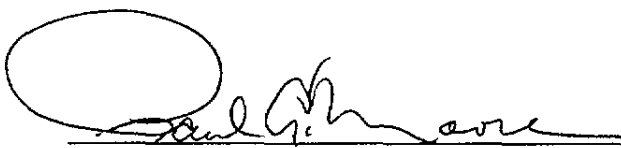
Corporation:

EPICC, Inc.

Registered Agent/Office:

Paul A. Moore, MSW
301 Broadway
Riviera Beach, FL 33404

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.


Paul A. Moore, Registered Agent

Date

7/28/04