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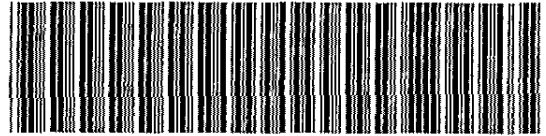
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FILED
2004 OCT -6 AM 10:47
TALLAHASSEE FLORIDA

RECEIVED
04 OCT -6 PM 12:45
DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE FLORIDA

10/7/04



CORPORATION SERVICE COMPANY

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2004 OCT -6 AM 10:47

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 916062 4300A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 87.50

ORDER DATE : October 6, 2004

ORDER TIME : 10:58 AM

ORDER NO. : 916062-005

CUSTOMER NO: 4300A

CUSTOMER: Ms. Beth Moskowitz Lazar
Weiner Cummings & Vittoria

4th Floor
1428 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: HEALING FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

**HEALING FOUNDATION, INC.
(A Corporation Not for Profit)**

FILED

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CLERK OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation, being a natural person of the age of 21 years or more and a citizen of the United States, pursuant to Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

HEALING FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

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

625 Oaks Drive, #202
Pompano Beach, FL 33069

ARTICLE III - PURPOSE

The corporation is organized on a non-stock basis exclusively for charitable, scientific, literary, religious, and educational purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and hereafter amended (the "Code"), and the corporation shall have such powers as are necessary or proper to accomplish such purposes.

2. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2), or (c) by a not for profit corporation organized under the laws of the State of Florida pursuant to Chapter 617, Florida Statutes.

3. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the corporation's members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and contributions in furtherance of the purposes set forth in this article.

4. 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.

5. The corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941(a), (2) retain any excess business holdings as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a), (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944 so as to give rise to any liability for the tax imposed by Code Section 4944, (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a), or (5) fail to distribute, for the purposes specified in these articles, for each taxable year amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

ARTICLE IV - MEMBERS

The provision for qualification of members, classes of members, and the manner of their admission shall be provided in the bylaws.

ARTICLE V - BOARD OF DIRECTORS

1. The corporation shall be managed by the Board of Directors. This corporation shall have (3) directors who will be designated as a board of directors. The number of directors may be varied from time to time, by the bylaws.

2. The directors do not have to be members of the corporation

3. The directors shall be elected and hold office in accordance with the bylaws.

4. The names and addresses of the persons who are to serve as the initial directors of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Joseph Rothman	625 Oaks Drive, #202, Pompano Beach, FL 33069
David Rothman	15060 S.W. 132nd Avenue, Miami, FL 33186
Jonathan Rothman	15060 S.W. 132nd Avenue, Miami, FL 33186

ARTICLE VI - REGISTERED AGENT

The name and street address of the initial registered agent shall be:

Name

Address

Joseph Rothman

625 Oaks Drive, #202
Pompano Beach, FL 33069

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation shall be:

Joseph Rothman

625 Oaks Drive, #202
Pompano Beach, FL 33069

ARTICLE VIII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt organizations described in Code Sections 501(c)(3) and 170(c)(2) or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1 day of Oct, 2004


JOSEPH ROTHMAN, Incorporator

STATE OF FLORIDA)

COUNTY OF BROWARD)

); SS

The foregoing instrument was acknowledged before me this 1 day of Oct, 2004, by **JOSEPH ROTHMAN**, who is personally known to me, or has produced R355480210420 as identification.

 (SEAL)
Notary Public, State of Florida



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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2004 OCT -6 AM 10:47

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **HEALING FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

Joseph Rothman

P.O. BOX NOT ACCEPTABLE

625 Oaks Drive, #202, Pompano Beach, FL 33069
(CITY/STATE/ZIP)

SIGNATURE
(corporate officer) (Incorporator)

TITLE Incorporator

DATE October 1, 2004

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 607.325, FLORIDA STATUTES.

SIGNATURE

DATE October 1, 2004

REGISTERED AGENT FILING FEE: \$35.00