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FLORIDA NON-PROFIT CORPORATION

REFIT FOUNDATION, INC. DEDICATED TO GERRY G. WHITT,

Certificate of Status	1
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ARTICLES OF INCORPORATION**OF****REFIT FOUNDATION, INC. DEDICATED TO
GERRY G. WHITT, M.D.****A Not-for-Profit Corporation**

We, the undersigned, do hereby subscribe our names to these Articles of Incorporation for the purpose of creating a foundation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

ARTICLE I**NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this foundation shall be **REFIT FOUNDATION, INC. DEDICATED TO GERRY G. WHITT, M.D. ("Foundation")**. The address of the Foundation's principal office shall be at 2110 58th Street West, Bradenton, Florida 34209, and the name of the initial registered agent is **Danuta B. Fabisiak, D.O.**

ARTICLE II**OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Foundation shall be:

Notwithstanding the following, the purposes for which this Foundation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

A. To establish and operate a not-for-profit corporation organized and operated exclusively for the purpose of providing charitable care to individuals and their families that have been impacted and distressed by life-threatening medical conditions. The Foundation's objective shall be to respond effectively to these families during and after the traumatic event by assisting and educating health care providers and patients in order to better enable them to restore peace, faith, love, joy and unity to persons with life threatening medical conditions.

B. To establish and publish rules and regulations governing the exercise of all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, within the restrictions of Section 501(c)(3) of the Internal Revenue Code, including without limitation, to acquire by bequest, devise, gift, purchase, lease or otherwise, any property of any sort or nature without limitation as to its amount or value and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of any such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

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C. To do such other things as are incidental to the purposes of the Foundation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Foundation 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 a corporation, 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 III

QUALIFICATION OF MEMBERS

The membership of the Foundation shall be limited to the members of the Board of Trustees as set forth in Article VII hereof.

ARTICLE IV

TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Foundation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Foundation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Foundation.

ARTICLE V

NAME AND ADDRESS OF INCORPORATOR

Robert S. Stroud, Esq.
Blalock, Walters, Held & Johnson, P.A.
802 11th Street West
Bradenton, Florida 34205

ARTICLE VI

TRUSTEES AND OFFICERS OF THE FOUNDATION

The affairs of the Foundation shall be managed by its Board of Trustees. The Board of Trustees shall consist of not less than three (3) nor more than twenty (20) Trustees who shall be elected, qualified as to their membership, and hold office in accordance with the provisions of the Bylaws of this Foundation. The Board of Trustees shall elect its Chairman.

The Officers of this Foundation shall be as follows: President, Vice President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the Bylaws of the Foundation.

ARTICLE VII

NAMES OF INITIAL BOARD OF TRUSTEES AND OFFICERS TERM AND MANNER OF ELECTION

<u>A. Trustees:</u>	<u>Address:</u>
Edwin H. Cassem, M.D.	Massachusetts General Hospital (Harvard Medical School) Department of Psychiatry 351 Bulfinch Boston, MA 02114
Robert Doyle, M.D.	Massachusetts General Hospital (Harvard Medical School) Psychiatric Psychopharmacology 185 Alewife Brook Parkway, Suite 2000 Cambridge, MA 02138
Danuta B. Fabisiak, D.O.	2110 58 th Street West Bradenton, FL 34209
Lawrence S. Hirsh	Sentry Industries 29 South Depot Plaza Tarrytown, NY 10591
George B. Murray, M.D.	Massachusetts General Hospital (Harvard Medical School) Department of Psychiatry 55 Fruit Street Boston, MA 02114
John Thompson	UHS Management Services 722 East Butler Pike Ambler, PA 19002
<u>B. Officers:</u>	
President:	Danuta B. Fabisiak, D.O.
Vice President:	Danuta B. Fabisiak, D.O.
Treasurer:	Danuta B. Fabisiak, D.O.
Secretary:	Danuta B. Fabisiak, D.O.

The Officers and Trustees shall be elected for a one (1) year term during or before the second week of December each year. Any Officer or Trustee may be removed by a majority vote of the members.

ARTICLE VIII

AMENDMENT OF THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Trustees of the Foundation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida, and upon filing in the office the said Secretary of State of Florida, and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

Notwithstanding the foregoing, the membership, officers or directors of the Foundation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

ARTICLE IX

RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Foundation:

A. Is a not-for-profit corporation. No part of the net earnings of this Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE X**DISSOLUTION**

In the event the Foundation is dissolved by either voluntary or involuntary means, all residual assets of the Foundation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (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 public purpose. The determination required hereby shall be made by the Foundation's Board of Trustees in their sole discretion, applying the guidelines set forth herein.

ARTICLE XI**NON-STOCK BASIS**

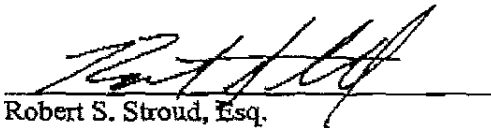
The Foundation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Foundation.

ARTICLE XII**INDEMNIFICATION**

The Foundation shall have the power to indemnify each officer and director, including former officers and directors, to the full extent permitted by the Florida Business Corporation Act and the Florida Not for Profit Corporation Act.

ARTICLE XIII**AMENDMENT**

The Foundation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, trustees and officers are subject to this reservation.


Robert S. Stroud, Esq.
Incorporator

Having been named as registered agent and to accept service of process for the above

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stated Foundation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.



Danuta B. Fabisiak, D.O.

Prepared by:
Robert S. Stroud, Esq.
Blalock, Walters, Held & Johnson, P.A.
802 11th Street West
Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 0783781

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