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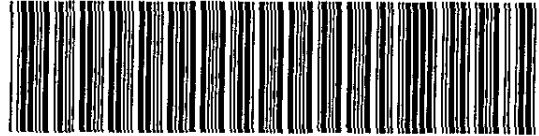
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2-24-05  
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## TRANSMITTAL LETTER

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

SUBJECT: NATIONAL ADDICTION Foundation, 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: Ralph J. Duncan II  
Name (Printed or typed)

250 N. Banana River Dr E-9  
Address

Merritt Island, FL 32952  
City, State & Zip

321 228-6484  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

**For**

**National Addiction Foundation, Inc.**

(A Corporation Not for Profit Under  
the Laws of the State of Florida)

FILED  
2005 FEB 14 A 10:11  
MERRITT ISLAND

The undersigned, desiring to form a corporation not for profit, pursuant to the laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

**ARTICLE I      NAME**

The name of the corporation shall be: National Addiction Foundation, Inc. (Hereinafter called, the Corporation.) a Florida not-for-profit corporation with its principal place of business located at 250 N. Banana River Drive E-9, Merritt Island, Florida 32952. The mailing address of this corporation shall be National Addiction Foundation, Inc. 250 N. Banana River Drive E-9, Merritt Island, Florida 32952.

**ARTICLE II      PRINCIPAL OFFICE**

The initial principal place of business and mailing address of this corporation shall be: 250 N. Banana River Drive E-9, Merritt Island, Florida 32952. The mailing address of this corporation shall be National Addiction Foundation, Inc. 250 N. Banana River Drive E-9, Merritt Island, Florida 32952.

**ARTICLE III      CORPORATE NATURE**

The Corporation is organized and shall operate for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and will operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

The specific purposes and mission for which this corporation is organized are as follows:

1. To provide ways and means to lessen the negative impact of addiction upon individuals, families, organizations and communities, including (but not limited to) producing and supplying information to the public; support services to persons, organizations and communities affected by addiction; and research relating to addiction.
2. To hold, administer and operate meetings for persons interested in the furtherance of addiction prevention, intervention, treatment and recovery, to undertake to perform acts and duties incident thereto, and to perform all other acts necessary or convenient in the pursuit of the same.
3. To use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited

to, the provisions of use and applications to be exclusively for charitable, scientific and educational purposes, as defined in Section 501(c)(3) of the current Internal Revenue Code, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue laws.

4. To have and exercise all of the powers of a corporation not for profit as set forth in Sections 617.0302 and 617.0303, Florida Statutes, as amended or superseded from time to time.

#### **ARTICLE IV      POWERS**

The Corporation shall have the power to use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited to, the provision to use and application to be exclusively for charitable, scientific and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code, as amended, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, or the corresponding provisions of any subsequent United States revenue laws.

The Corporation shall have the power to acquire, own, lease, maintain, and use its assets for the purposes for which it is organized; to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, lease, use and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized; and to exercise all powers granted to a corporation not for profit under Florida law. In addition to the powers specified, the Corporation shall have the additional powers specified in its Bylaws.

#### **ARTICLE V      LIMITATION OF POWERS**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in applicable Internal Revenue Code which is other than a private foundation. These articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of this designation. The Corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

This corporation shall not carry on any activities not permitted to be carried on by a corporation exempt under this designation. Notwithstanding any other provision of

these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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 III.

#### **ARTICLE VI MANNER OF ELECTION FOR DIRECTORS/OFFICERS**

Management of the Corporation shall be vested in the Corporation's Board of Directors, the members of which shall not be less than three. The number and method of election of the directors and officers of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the Bylaws.

#### **ARTICLE VII INITIAL DIRECTORS**

Director:	Ralph J. Duncan II 250 N. Banana River Drive, Apt. E-9 Merritt Island, FL 32952
Director:	Gregory F. Taylor 1175 San Juan Drive Merritt Island, FL 32952
Director:	Michael J. Howe 5495 Holden Road Cocoa, FL 32927

#### **ARTICLE VIII MEMBERS**

The Corporation may have one or more classes of members, who shall be admitted to membership pursuant to such criterion and procedures as shall be stated in the Bylaws. The corporation shall not have membership certificates. The corporation shall not issue shares of stock. No member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under Law and applicable Internal Revenue Code, as amended.

#### **ARTICLE IX DISSOLUTION**

Upon dissolution of the organization, 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 codes, 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 Court of Common Pleas of the county in which the principal office of the organization 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 X      LIABILITY AND INDEMNIFICATION**

It is intended that the directors, officers, members, or agents, successors or assigns, or any other such individual as would apply shall not be personally liable for the debts, liabilities, or other obligations (absent of fraud) of the Corporation. All such as mentioned shall be indemnified by the Corporation to the fullest extent permissible under the laws of the state of Florida and are immune from civil liability to the extent provided under Florida Statutes and other similar laws.

#### **ARTICLE XI      AMENDMENT**

The Board of Directors of the Corporation may amend the Articles of Incorporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Articles of Incorporation may be amended, altered or rescinded by a majority vote of the Board of Directors of the Corporation, in accordance with procedures established by the Bylaws.

#### **ARTICLE XII      BYLAWS**

The Board of Directors of the Corporation may make, alter, amend or repeal the Bylaws of the Corporation as it may deem necessary for the conduct of its business and the carrying out of its purposes.

Upon written or oral notice, the Bylaws of the Corporation may be amended, altered, or repealed by a majority vote of the Board of Directors of the Corporation.

#### **ARTICLE XIII      VALIDITY OF PROVISIONS**

Should any of the provisions or portions of these Articles or resulting Bylaws be held unenforceable, illegal or invalid for any reason, they shall be stricken and the remaining provisions and portions of these Articles and/or Bylaws shall be unaffected by such holding.

#### **ARTICLE XIV      INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:  
Ralph J. Duncan II Banana River Drive E-9, Merritt Island, FL 32952



**ARTICLE XV INCORPORATOR**

The name and Florida street address of the incorporator of the Corporation is:

Ralph J. Duncan II  
250 N. Banana River Drive, Apt. E-9  
Merritt Island, FL 32952

IN WITNESS WHEREOF, the undersigned, being the Incorporator for the purpose of forming a Corporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as amended, has signed these Articles of Incorporation on this 10th day of February, 2005.

  
Ralph J. Duncan II, INCORPORATOR      2/10/05  
DATE

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act, that the National Addiction Foundation, Inc., a Florida Non-Profit organization, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the County of Brevard, State of Florida, has named Ralph J. Duncan II, located at 250 N. Banana River Drive, Apt. E-9, Merritt Island, FL 32952, as its agent to accept service of process within the State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Ralph J. Duncan II      2/10/05  
DATE