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OFFICE OF THE
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DAVIDSON COUNTY, TN

Law Office of Barbara L. Kornblau

9040 Southwest 64th Court, Miami, Florida 33156
E-Mail: BarbaraLK@aol.com

Phone: (305) 666-4714
Fax: (305) 667-6211

March 27, 2005

TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(Sent by Federal Express to Street Address)

SUBJECT: FRIENDS OF OCCUPATIONAL THERAPY, INC.

To Whom It May Concern:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$87.50 for the Filing Fee, Certified Copy & Certificate for FRIENDS OF OCCUPATIONAL THERAPY, INC, a Florida Not For Profit Corporation. Thank you for your assistance in this matter.

Sincerely,



Barbara L. Kornblau

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DEPT. OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRIENDS OF OCCUPATIONAL THERAPY, INC.
A Florida Not For Profit Corporation

ARTICLE I – NAME

The name of this corporation is the Friends of Occupational Therapy, Inc., a Florida Nonprofit Corporation

ARTICLE II – PRINCIPLE OFFICE & MAILING ADDRESS

The principal place of business and mailing address of the corporation are located at 9040 SW 64th Court, Miami, FL 33156.

ARTICLE III – CORPORATE PURPOSES

1. This is a non-profit corporation, organized and operated not for pecuniary profit pursuant to the Corporation Not For Profit law set forth in Section 617 of the Florida Statutes. The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

A. To educate individuals, policymakers, and society as a whole about the value and benefits of occupational therapy as the pre-imminent profession that facilitates safe, independent & full participation in life.

B. To assist educational institutions, insurance providers, media outlets, parents, professionals and others in promoting and developing effective programs pertinent to the value and benefits of occupational therapy.

C. To facilitate communication among those who have benefited from occupational therapy and their families, occupational therapists, occupational therapy assistants, medical and health professionals, and others through the exchange of ideas, information, and experience.

D. To promote such systematic studies, research, cooperative experiments, conferences and other related activities as may be desirable or required to fulfill the purpose of this Organization.

E. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which

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MIAMI, FLORIDA

is carrying on propaganda, or otherwise attempting to influence legislation.

F. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

G. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

H. 501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this

Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

b.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

c.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

d.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV - DURATION/MEMBERSHIP

The period of duration is perpetual. The qualifications for membership, if any, and the types of membership, if any, shall be regulated by the bylaws.

ARTICLE V - BOARD OF DIRECTORS

1. The affairs of the corporation shall be managed initially by a Board of Directors consisting of three (3) directors. The manner in which the directors are selected, the length of their terms and the number of directors shall be set forth in the bylaws of this corporation.

2. The name and address of each person who is to serve as an initial director and initial officers are:

Name:	Address:	Title:
Barbara L. Kornblau	9040 S.W. 64 th Court, Miami, FL 33156	President
Linda Kasyan	8675 S.W. 125 th Ter., Miami, FL 33156	Vice President
Lawrence R. Sherry	9040 S.W. 64 th Court, Miami, FL 33156	Secretary/Treasurer

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is: Barbara L. Kornblau, 9040 SW 64th Court, Miami, FL 33156

ARTICLE VII - INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements,

incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

These Articles of Incorporation are hereby executed by the incorporator on this 28th day of March, 2005.

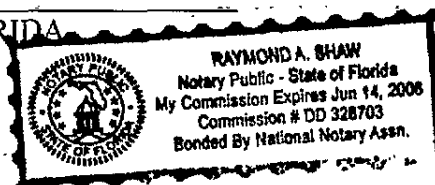
Barbara L. Kornblau
Barbara L. Kornblau

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Barbara L. Kornblau, who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of March, 2005.

NOTARY PUBLIC STATE OF FLORIDA
My Commission Expires:



REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT

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.

Barbara L. Kornblau 3/28/05
Barbara L. Kornblau, Registered Agent Date

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