

COVER LETTER

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

SUBJECT: NATIONAL CONFERENCE OF GERONTOLOGICAL NURSE PRACTITIONERS 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: Erik Edward Joh, Esq.
Name (Printed or typed)

4600 N. Ocean Blvd., Suite 206
Address

Boynton Beach, FL 33435
City, State & Zip

561-276-1008
Daytime Telephone number

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

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 14 PM 1:41

ARTICLES OF INCORPORATION
OF
NATIONAL CONFERENCE OF GERONTOLOGICAL NURSE
PRACTITIONERS FOUNDATION, INC.

The undersigned, desiring to form a charitable corporation under the Non-profit Corporation Law of Florida, Chapter 617 of the Florida Statutes, and as hereafter amended, hereby certifies:

ARTICLE I – NAME

The name of the Corporation shall be **NATIONAL CONFERENCE OF GERONTOLOGICAL NURSE PRACTITIONERS FOUNDATION, INC..**

ARTICLE II – PRINCIPAL OFFICE

The place in Florida where the principal office of the Corporation is to be located is: 4600 N. Ocean Blvd., Boynton Beach, Florida, 33435, located within Palm Beach County.

ARTICLE III – PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including for such purposes, but without limitation thereon, to provide financial grants for the purpose of funding scholarly research and reports in the area of gerontological nursing for the elderly population within the United States and providing educational opportunities for registered nurses and nurse practitioners to improve their professional skills for the benefit of their elderly patients.

Solely for the above purposes, the Corporation is empowered to exercise all rights and powers as conferred by the laws of the State of Florida upon non-profit corporations, including, but without limitation thereon, the right and power to receive gifts, bequests and contributions in any form and to use, apply, invest and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

ARTICLE IV – STOCK

The Corporation is to be organized on a non-stock basis.

ARTICLE V – MEMBERS

The Corporation shall have no members.

ARTICLE VI – INITIAL DIRECTORS

The corporation shall be governed by a Board of Directors which shall consist of such number of directors as may be fixed from time to time by the Board of Directors in its By-Laws. The following persons shall serve the Corporation as Directors until the first annual meeting called to elect Directors:

<u>NAME</u>	<u>ADDRESS</u>
Barbara B. Phillips	719 Park Place, West Palm Beach, Florida 33401
Barbara Resnick	5443 Watercress Place, Columbia, MD 21045
Mary Pat Rapp	909 Texas Avenue, #1112, Houston, Tx 77002

ARTICLE VII – NET EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, directors, officers or private individuals, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, expenses incurred and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

ARTICLE VIII – EXEMPT PURPOSE

It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501 (c) (3) of the Code, as amended. These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provision of these Articles, neither this Corporation or any of its officers, directors, employees or agents shall carry on any activities or take any action on behalf of this Corporation which are not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Code as currently exists or may be hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c) (3) of the Code. No activity of the Corporation shall consist of participating in or intervening in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX – TERM, DISSOLUTION AND MERGER

The term of existence of the corporation shall be perpetual.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the known liabilities of the Corporation, distribute all of the assets of the Corporation exclusively to one or more domestic or foreign corporations, trusts, societies, or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, provided the other corporation or organization is an exempt corporation or organization described in Section 501 (c) (3) of the Internal Revenue Code, or to the federal government, or to a state or local government for a public purpose.

Pursuant to Florida Statutes 617, the Corporation is permitted to merger with one or more domestic corporations, provided the other corporation is a charitable corporation, and the surviving or new corporation must also be an exempt organization described in Section 501 (c) (3) of the Code.

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ARTICLE X - REFERENCES

Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable future United States Internal Revenue law.

ARTICLE XI - INCORPORATION

The name and Florida address of the Incorporator is:

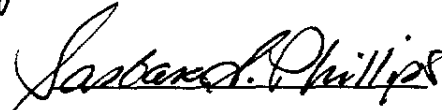
Barbara B. Phillips
719 Park Place
West Palm Beach, Fl. 33401

ARTICLE XII - INITIAL REGISTERED AGENT

The name and Florida address of the initial registered agent is:

Erik Edward Joh, Esq.
4600 N. Ocean Blvd. Suite 206
Boynton Beach, Fl. 33435

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29 day of September, 2005.



Barbara B. Phillips,
Incorporator

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.


Erik Edward Joh/ Registered Agent

Date September 29, 2005