

JUN 15 2018

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**DATE:** 6/14/18

**NAME:** FOUNDATION FOR RECOVERY, INC

**TYPE OF FILING:** MERGER

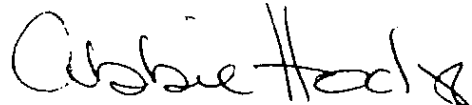
**COST:** 70.00

**RETURN:** PLAIN COPY PLEASE

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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE



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FILED

2018 JUN 14 AM 10: 57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**  
(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Foundation For Recovery, Inc.	Nevada	E0270542018-4

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Foundation For Recovery, Inc.	Florida	N06000004604

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

OR 6 / 30 / 18 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date).

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION  
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on June 4, 2018. The number of directors in office was ten (10). The vote for the plan was as follows: 10 FOR 0 AGAINST

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)  
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on \_\_\_\_\_.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

SECTION III

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on June 4, 2018. The number of directors in office was ten (10). The vote for the plan was as follows: 10 FOR 0 AGAINST

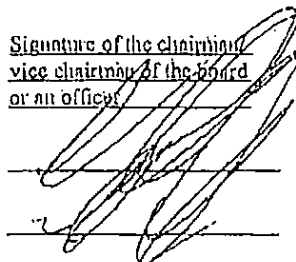
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman,  
vice chairman of the board  
or an officer

Typed or Printed Name of Individual & Title

Foundation For Recovery, Inc.,  
a Nevada nonprofit corporation



Stuart P. Smith, President

Foundation For Recovery, Inc.,  
a Florida not for profit corporation

Stuart P. Smith, President

\_\_\_\_\_

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## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Foundation For Recovery, Inc.

Jurisdiction

Nevada

The name and jurisdiction of each merging corporation:

Name

Foundation For Recovery, Inc.

Jurisdiction

Florida

The terms and conditions of the merger are as follows:

FOUNDATION FOR RECOVERY, INC., a Florida not for profit corporation (the "Merging Florida Entity") shall be merged into FOUNDATION FOR RECOVERY, INC., a Nevada nonprofit corporation (the "Surviving Nevada Entity"), and the taxpayer identification number of the Merging Florida Entity shall become the taxpayer identification number for the Surviving Nevada Entity, the corporate existence of the Merging Florida Entity shall cease and the corporate identity, existence, purposes, powers, and rights, of the Merging Florida Entity shall continue by and through the Surviving Nevada Entity, which has adopted its own Bylaws.

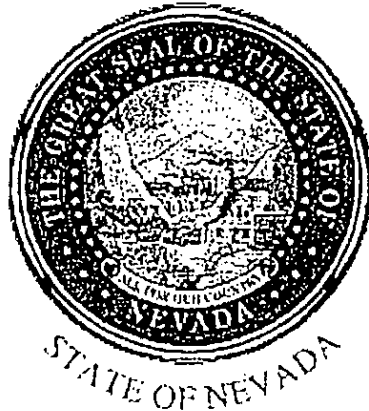
A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

There shall be no changes or amendments to the Surviving Nevada Entity's Articles of Incorporation as a result of this Plan of Merger.

Other provisions relating to the merger are as follows:

There are no Members of the Merging Florida Entity who are entitled to vote on the Plan of Merger and there are no non-voting Members. There exist no Members of the Surviving Nevada Entity.

# SECRETARY OF STATE



## CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **FOUNDATION FOR RECOVERY, INC.**, as a non-profit corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 4, 2018, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 13, 2018.

*Barbara K. Cegavske*

Barbara K. Cegavske  
Secretary of State

Electronic Certificate  
Certificate Number: C20180613-1853

# SECRETARY OF STATE



## CORPORATE CHARTER

I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that **FOUNDATION FOR RECOVERY, INC.**, did on June 4, 2018, file in this office the original Articles of Incorporation; that said Articles of Incorporation is now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on June 4, 2018.

*Barbara K. Cegavske*

Barbara K. Cegavske  
Secretary of State

Certified By: Jessica Tatham  
Certificate Number: C20180604-1340





BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-6700  
Website: www.nvssos.gov

1 2 3 4 5 6 7 8 9 10 11 12 13 14 15 16 17 18 19 20 21 22 23 24 25 26 27 28 29 30 31 32 33 34 35 36 37 38 39 40 41 42 43 44 45 46 47 48 49 50 51 52 53 54 55 56 57 58 59 60 61 62 63 64 65 66 67 68 69 70 71 72 73 74 75 76 77 78 79 80 81 82 83 84 85 86 87 88 89 90 91 92 93 94 95 96 97 98 99 00  
#040504\*

## Nonprofit Articles of Incorporation

(PURSUANT TO NRS CHAPTER 82)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20180253165-23</b> Filing Date and Time <b>06/04/2018 10:51 AM</b> Entity Number <b>E0270542018-4</b>
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	FOUNDATION FOR RECOVERY, INC.		
2. Registered Agent for Service of Process: (check only one box)	<input checked="" type="checkbox"/> Commercial Registered Agent: <b>KENNETH A. WOLOSON, ESQ.</b> Name <input type="checkbox"/> Noncommercial Registered Agent (name and address below) <b>OR</b> <input type="checkbox"/> Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address City Nevada Zip Code Mailing Address (if different from street address) City Nevada Zip Code		
3. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than four directors/trustees)	1) <b>Steve M. Allig, Esq.</b> Name 4800 Alpine Place, Suite 12 Las Vegas NV 89107 Street Address City State Zip Code 2) <b>Lynn Baumann</b> Name 4800 Alpine Place, Suite 12 Las Vegas NV 89107 Street Address City State Zip Code 3) <b>Dave Calofaro</b> Name 4800 Alpine Place, Suite 12 Las Vegas NV 89107 Street Address City State Zip Code 4) <b>Dr. Elizabeth Flides</b> Name 4800 Alpine Place, Suite 12 Las Vegas NV 89107 Street Address City State Zip Code		
4. Purpose: (required; continue on additional page if necessary)	The purpose of the corporation shall be: Exclusively for charitable, scientific, literary, religious, and educational purposes.		
5. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	I declare, to the best of my knowledge under penalty of perjury, that the information contained herein is correct and not knowledge that pursuant to NRS 239.330, it is a category C felony to knowingly offer any false or forged instrument for filing in the Office of the Secretary of State. <b>Kenneth A. Woloson, Esq.</b> Name Incorporator Signature 1980 Festival Plaza Dr., #300 Las Vegas NV 89135 Address City State Zip Code		
6. Certificate of Acceptance of Appointment of Registered Agent:	I hereby accept appointment as Registered Agent for the above named Entity. If the registered agent is unable to sign the Articles of Incorporation, attach a separate signed Registered Agent Acceptance form. <b>Kenneth A. Woloson</b> Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Date <b>5-25-18</b>		

This form must be accompanied by appropriate fees.

Nevada Secretary of State NRS 82 Articles  
Revised: 9-28-17

ATTACHMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FOUNDATION FOR RECOVERY, INC.

DIRECTORS

ADDRESS

Jack Hovenier	4800 Alpine Place, Suite 12, LV, NV 89107
Don Kuhl	4800 Alpine Place, Suite 12, LV, NV 89107
Bill Ryan	4800 Alpine Place, Suite 12, LV, NV 89107
Hunter J. Smith	4800 Alpine Place, Suite 12, LV, NV 89107
Stuart P. Smith	4800 Alpine Place, Suite 12, LV, NV 89107
Gregory Williams	4800 Alpine Place, Suite 12, LV, NV 89107

ARTICLES OF INCORPORATION  
OF  
FOUNDATION FOR RECOVERY, INC.

a Nevada nonprofit corporation

The following are additional provisions to the Articles of Incorporation of FOUNDATION FOR RECOVERY, INC., a Nevada nonprofit corporation (the "Corporation"):

ARTICLE III.  
PURPOSES, OPERATION AND LIMITATIONS

3.1 The Corporation is incorporated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the "Code"). Except as otherwise provided in these Articles, the Corporation also may transact any and all lawful business for which nonprofit corporations may be organized under the laws of Nevada, as amended from time to time.

3.2 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members or directors 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 its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation (a) exempt from Federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, or (b) contributions to which are deductible under Section 170(a) of the Code as being to an organization referred to in Section 170(c)(2) of the Code.

3.3 It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) and is other than a private foundation by reason of being described in Section 509(a)(1) or (2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

3.4 Notwithstanding any other provision in these Articles, at all times when the Corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:

(a) The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE IV. NONPROFIT

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

#### ARTICLE V. MEMBERS

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

#### ARTICLE VI. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the district court of the county in which the registered office of the Corporation is then located exclusively to fulfill the stated purposes of the Corporation, as said court shall determine. In no event shall any portion of the Corporation's assets revert to or vest in any donor, incorporator, trustee, officer, agent or custodian of the Corporation or any private person or individual. The use of any surplus funds for private inurement to any person in the event of a sale of the assets or dissolution of the Corporation is expressly prohibited.