

ND8000008162

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

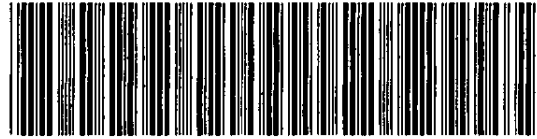
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300134528803

08/22/08--01036--001 **70.00

2008 SEP -2 PM 4:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

CO. 9-2

THE LAW FIRM OF
FRANK • WEINBERG • BLACK, P.L.

DAVID W. BLACK
STEVEN W. DEUTSCH
STEVEN C. ELKIN
NEIL G. FRANK
E. J. GENEROTTI
JACQUELINE A. GRADY***
LEORAH G. GREENMAN*
BRUCE HURWITZ
STEVEN B. KATZ
MICHAEL A. KAMMER

JOEL MARTIN McTAGUE**
SHAWN L. MICHAELSON
RANDY J. NATHAN*
MARC A. SILVERMAN
ROBERT T. SLATOFF
STEVEN A. WEINBERG
*MEMBER NEW YORK BAR
**MEMBER D. C. BAR
***MEMBER P. A. BAR
♦BOARD CERTIFIED HEALTH LAWYER

August 18, 2008

Via U.S. Mail

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Gift of Life East Florida, Inc.

Dear Sir/Madame:

Enclosed for filing is an Article of Incorporation for Gift of Life East Florida, Inc., together with the Acceptance of Designation as Registered Agent. Also enclosed is a check in the amount of \$70.00 representing the filing fees.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to contact me at the number listed below.

Sincerely,

FRANK, WEINBERG & BLACK, P. L.



JOEL M. MCTAGUE
For the Firm

JMM/ja
Enclosures
cc: Client

Fla. Dept of State, Div of Corps Ltr.wpd



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

08 SEP -2 AM 8:00

DIVISION OF CORPORATIONS

August 25, 2008

FRANK, WEINBERG & BLACK, P.L.
7805 SW 6TH CT.
PLANTATION, FL 33324

SUBJECT: GIFT OF LIFE EAST FLORIDA, INC.
Ref. Number: W08000039526

We have received your document for GIFT OF LIFE EAST FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
New Filing Section

Letter Number: 108A00047322

**ARTICLES OF INCORPORATION
OF
GIFT OF LIFE EAST FLORIDA, INC.**

FILED

2000 SEP -2 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes (2005) and so certify as follows:

**ARTICLE I
NAME**

The name of this corporation shall be "Gift of Life East Florida, Inc." (the "Corporation").

**ARTICLE II
PRINCIPLE OFFICE AND MAILING ADDRESS**

The street and mailing address of the principal place of business of the Corporation is:

Gift of Life East Florida, Inc.
9937 Majorca PL
Boca Raton, Florida 33434

**ARTICLE III
OBJECTS, PURPOSES, AND POWERS**

Section 1. The purpose of the corporation is to serve as the official entity of Gift of Life East Florida, Inc. This corporation shall be a non-profit, non-share capital and/or not for profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors, or officers.

Section 2. The purposes for which the corporation is organized are exclusively charitable within the meaning of section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Notwithstanding any other provision of these articles, this corporation, shall not carryon any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (4) of the Internal Revenue Code of 1986 as amended from time to time or any successor statute or the corresponding provision of any future United States Internal Revenue law.

Section 4. In furtherance of the foregoing, the Corporation shall be authorized:

- (a) to receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or

contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

- (b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.
- (c) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (d) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.
- (e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (f) To contract and be contracted with, and to sue and be sued.
- (g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary; but, this shall not be compulsory unless required by law.
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
- (i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

- (j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

Section 5. In the event of the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and complying with all contractual obligations of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organization which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II above, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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 IV

MANNER IN WHICH BOARD OF DIRECTORS ARE ELECTED

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors. The conditions of election to the board of directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

ARTICLE V

NAME, ADDRESS AND TITLES OF DIRECTORS

The names and addresses of the First Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Philip H. Lustig III
9937 Majorca PL
Boca Raton, FL 33434

Christine Catoggio
Bow Ct
Boca Raton, FL 33496

Peter Castello
1519 Cypress Trace Drive
Melbourne, FL 32940

Joel Martin McTague
7805 SW 6th Court
Plantation, FL 33324

ARTICLE VI
OFFICERS

The officers of this corporation shall be limited to Rotarians who are members of clubs in District 6930 or 6990 or others deemed qualified by either the board of directors or by Rotary International, Inc., or as set forth in the bylaws. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary, which person holding such office may not hold any other office in the Corporation except that of a director.

ARTICLE VII
NAME, ADDRESS, AND TITLE OF OFFICERS

The initial officers of the Corporation are:

President:

Philip H. Lustig, III
9937 Majorca Place
Boca Raton, FL 33434

Secretary:

Peter Castello
1519 Cypress Trace Drive
Melbourne, FL 32940

Treasurer:

Christine Catoggio
Bow Ct
Boca Raton, FL 33496

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The name and the street address of the Corporation's initial registered office are as follows:

Joel Martin McTague
7805 SW 6th Court
Plantation, FL 33324

**ARTICLES OF INCORPORATION
OF
GIFT OF LIFE EAST FLORIDA, INC.**

FILED

2000 SEP -2 PM 4: 27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes (2005) and so certify as follows:

**ARTICLE I
NAME**

The name of this corporation shall be "Gift of Life East Florida, Inc." (the "Corporation").

**ARTICLE II
PRINCIPLE OFFICE AND MAILING ADDRESS**

The street and mailing address of the principal place of business of the Corporation is:

Gift of Life East Florida, Inc.
9937 Majorca PL
Boca Raton, Florida 33434

**ARTICLE III
OBJECTS, PURPOSES, AND POWERS**

Section 1. The purpose of the corporation is to serve as the official entity of Gift of Life East Florida, Inc. This corporation shall be a non-profit, non-share capital and/or not for profit entity, and it shall pay no dividend and no part of its money, property or other assets shall be distributed to its members, directors, or officers.

Section 2. The purposes for which the corporation is organized are exclusively charitable within the meaning of section 501 (c) (4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Notwithstanding any other provision of these articles, this corporation, shall not carryon any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c) (4) of the Internal Revenue Code of 1986 as amended from time to time or any successor statute or the corresponding provision of any future United States Internal Revenue law.

Section 4. In furtherance of the foregoing, the Corporation shall be authorized:

- (a) to receive assistance, money (as grants or otherwise), real or personal property and any other form of contributions, gift, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or

contracts for contributions to the Corporation for its objects and purposes, provided however, that gifts shall be subject to acceptance by the board of directors as required by the bylaws.

- (b) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the board of directors, and pay reasonable compensation for the services of such persons.
- (c) To distribute, in the manner, form and method, and by the means determined by the board of directors of this Corporation, any and all forms of contributions received by it in carrying out the programs of the Corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.
- (d) To invest and reinvest surplus funds in such securities and properties as the board of directors may from time to time determine.
- (e) To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.
- (f) To contract and be contracted with, and to sue and be sued.
- (g) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary: but, this shall not be compulsory unless required by law.
- (h) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes.
- (i) All of the above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.

- (j) Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, construed and limited in their application to accomplish the purposes for which this Corporation is formed.

Section 5. In the event of the dissolution of the Corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and complying with all contractual obligations of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organization which are exempt under Section 501(c)(3) and are engaged in activities of the type described in Article II above, as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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 IV **MANNER IN WHICH BOARD OF DIRECTORS ARE ELECTED**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors. The conditions of election to the board of directors and the number of directors (which number shall not be less than 3) shall be as provided in the bylaws.

ARTICLE V **NAME, ADDRESS AND TITLES OF DIRECTORS**

The names and addresses of the First Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

Philip H. Lustig III
9937 Majorca PL
Boca Raton, FL 33434

Christine Catoggio
Bow Ct
Boca Raton, FL 33496

Peter Castello
1519 Cypress Trace Drive
Melbourne, FL 32940

Joel Martin McTague
7805 SW 6th Court
Plantation, FL 33324

ARTICLE VI
OFFICERS

The officers of this corporation shall be limited to Rotarians who are members of clubs in District 6930 or 6990 or others deemed qualified by either the board of directors or by Rotary International, Inc., or as set forth in the bylaws. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary, which person holding such office may not hold any other office in the Corporation except that of a director.

ARTICLE VII
NAME, ADDRESS, AND TITLE OF OFFICERS

The initial officers of the Corporation are:

President:

Philip H. Lustig, III
9937 Majorca Place
Boca Raton, FL 33434

Secretary:

Peter Castello
1519 Cypress Trace Drive
Melbourne, FL 32940

Treasurer:

Christine Catoggio
Bow Ct
Boca Raton, FL 33496

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The name and the street address of the Corporation's initial registered office are as follows:

Joel Martin McTague
7805 SW 6th Court
Plantation, FL 33324

ARTICLE IX
DIRECTORS AND OFFICERS COMPENSATION

Section 1. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the board of directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount not for compensable services rendered in other capacities and approved for payment in the manner provided by the bylaws.

Section 2. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance or willful malfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled by law. Appropriate liability may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the board.

Section 3. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or director, officer or officers, at the meeting of the board of directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the board of directors and the board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of majority of the directors present, such interested director or director, officer or officers to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X
NON-PROPRIETARY LIMITATION

No part of the net earning of the Corporation shall inure to the benefit of, or be distributed to, the members, directors, or officers of the Corporation, or to any other private person. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distribution in the furtherance of the purposes as set forth herein.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(4) of the Internal Revenue Code.

ARTICLE XI
MEMBERS

The Corporation shall have no members.

ARTICLE XII
TERM

This Corporation shall exist perpetually.

ARTICLE XIII
BYLAWS

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the Bylaws.

ARTICLE XIV
AMENDMENTS

These articles may be amended by the Corporation in accordance with Florida Statute 617.01011, et seq., or as may be amended by any successor statutes.

ARTICLE XV
INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation is as follows:

Joel Martin McTague
7805 SW 6th Court
Plantation, FL 33324

IN WITNESS **WHEREOF**, the incorporators have hereunto set their hands and caused these Articles of Incorporation to be executed this 2nd day of August 2008.


JOEL MARTIN MCTAGUE

**CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

GIFT OF LIFE EAST FLORIDA, INC., desiring to organize under the laws of the State of Florida, hereby designates JOEL MARTIN MCTAGUE, its registered agent and 7805 SW 6TH Court, Plantation, FL 33324 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree this 18th day of August, 2008 to act in such capacity for such corporation at its registered office.

(Registered Agent)


JOEL MARTIN MCTAGUE

FILED
2008 SEP -2 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA