

DE 13. 2008 3:08 PM

NO. 756

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H08000269414 3)))



H080002694143ABC1

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850) 521-1000  
Fax Number : (850) 558-1575

*Kimberly K. 2949*

RECEIVED  
08 DEC -8 AM 8:00  
DIVISION OF CORPORATIONS

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**FLORIDA SCOLIOSIS FOUNDATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED  
08 DEC -8 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

*12/9*

**ARTICLES OF INCORPORATION  
OF  
FLORIDA SCOLIOSIS FOUNDATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit, hereby adopts the following Articles of Incorporation pursuant to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

**Article 1**

**Name**

The name of this corporation is:

**FLORIDA SCOLIOSIS FOUNDATION, INC.**

**Article 2**

**Corporate Purposes**

1. The Corporation is organized as a not-for-profit corporation.
2. This Corporation is organized exclusively for religious, charitable, scientific, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").
3. In no event—
  - a. Shall this Corporation operate for any purpose other than for its exempt purpose. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under the Code, or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
  - b. Any part of the net earnings, properties or assets of this Corporation, on dissolution or otherwise, inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons or individuals, except that this Corporation is authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of its exempt charitable purposes.
  - c. Shall any substantial part of the activities of this Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation; and this Corporation shall not participate or intervene, by publication or distribution of statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.
4. On liquidation or dissolution of this Corporation, all properties and assets of this Corporation remaining after paying or providing for all lawful debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable, educational, scientific, or religious purposes as the Board of Directors shall determine, and as shall qualify as a tax-exempt organization under Section 501(c)(3) of the Code, or to the federal or state government for a public purpose.

**FILED**  
08 DEC -8 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles of Incorporation**  
**FLORIDA SCOLIOSIS FOUNDATION, INC.**

Page 2 of 2

5. During all times the Corporation is a private foundation within the meaning of Section 509 of the Code:
- a. The Corporation shall distribute its income each taxable 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, or corresponding provisions of any subsequent federal tax law.
  - b. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax law.
  - c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax law.
  - d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax law.
  - e. The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax law.

**Article 3**

**Registered Office and Agent**

The street address of the registered office of this corporation is

1106 Franklin Street  
Tampa, Florida 33602

The name of the registered agent of this corporation at that address is:

Anthony P. Moreno, M.D.

**Article 4**

**Principal Office**

The principal office of the corporation is:

1106 North Franklin Street  
Tampa, Florida 33602

**Article 5**

**Mailing Address**

The mailing address of the corporation is:

1106 North Franklin Street  
Tampa, Florida 33607

**Article 6**

**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors consisting of no fewer than three (3) individuals. The Corporation shall initially have five (5) directors. The individuals who

**Articles of Incorporation**  
**FLORIDA SCOLIOSIS FOUNDATION, INC.**

Page 3 of 3

shall serve as the members of the initial Board of Directors until their successors in office are duly elected or appointed and qualify are:

Anthony P. Moreno, M.D.  
Moreno Spine and Scoliosis  
1800 Mease Drive  
Safety Harbor, FL 34695

Samuel A. Joseph, Jr., M.D.  
Moreno Spine and Scoliosis  
1800 Mease Drive  
Safety Harbor, FL 34695

Geoffrey A. Cronen, M.D.  
Florida Medical Clinic  
14547 Bruce B. Downs Blvd.  
Tampa, Florida 33613

Dennis P. Grogan, M.D.  
Chief of Staff  
Shriners Hospital for Children  
International Headquarters  
2900 Rocky Point Drive  
Tampa, Florida 33607

Stephanie Ashton  
Lopez & Ashton  
Enrique Foster Sur 20, Piso 19  
Las Condes  
Santiago  
Chile

Their respective successors in office shall be elected or appointed in the manner and for the terms provided for in the Corporation's Bylaws.

**Articles of Incorporation**  
**FLORIDA SCOLIOSIS FOUNDATION, INC.**

Page 4 of 4

**Article 7**  
**Incorporator**

The name and address of the incorporator is:

Anthony P. Moreno, M.D.  
1800 Mease Drive  
Safety Harbor, FL 34695

**IN WITNESS WHEREOF**, these Articles of Incorporation have been executed.

  
**ANTHONY P. MORENO, M.D.**  
Incorporator

**FLORIDA SCOLIOSIS FOUNDATION, INC.**

**Registered Agent**

**Acceptance and Acknowledgment**

Having been named as registered agent and to accept service of process for Florida Scoliosis Foundation, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
ANTHONY P. MORENC, M.D.  
Registered Agent

**FILED**  
08 DEC -8 PM 12:49  
CLERK OF STATE  
TALLAHASSEE, FLORIDA