

# Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

The Veterans' Traumatic Brain Injury Center for Trea

Certificate of Status	0
Certified Copy	1
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Corporate Filing Menu

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2009 JAN -5 P 1: 42

THE VETERANS' TRAUMATIC BRAIN INJURY CENTER FOR TREATMENT AND ECONOMIC EDUCATION, INC.

#### **ARTICLES OF INCORPORATION**

The undersigned, a citizen of the United States, desiring to form a Corporation Not for Profit under the Corporation Not for Profit Law of Florida, Chapter 617, Florida Statutes, certifies and acknowledges:

#### ARTICLE I, NAME.

The name of the Corporation Not for Profit shall be The Veterans' Traumatic Brain Injury Center for Treatment and Education, Inc. ("Corporation").

#### ARTICLE II. DURATION.

The duration of the Corporation shall be perpetual.

#### ARTICLE III. PRINCIPAL OFFICE.

The principal office and mailing address of the Corporation is 3530 Mystic Pointe Drive, Suite 2604, Aventura, FL 33180.

#### ARTICLE IV. PURPOSE.

The Corporation is organized exclusively for domestic charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, but not limited to, the following:

- 1. To educate the public as to the debilitating effects of Traumatic Brain Injury.
- 2. To provide a continuum of care to combat veterans of the United States armed forces who suffer from the effects of Traumatic Brain Injury.
- 3. To make donations or distributions to other organizations described in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

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FA#: H09-16203

#### ARTICLE V. MEMBERS.

The Corporation shall not have members.

### ARTICLE VI. POWERS.

The powers of the Corporation shall be as provided in Chapter 617, Florida Statutes with the following limitations in order to comply with section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code:

- A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, 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 the purposes set forth in Article IV.
- B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate 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.
- C. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (ii) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

#### ARTICLE VII. REGISTERED AGENT AND OFFICE.

The name and address of the Registered Agent is KTG&S Registered Agent Corporation, 100 SE 2<sup>nd</sup> Street, Suite 2800, Miami, FL 33131.

#### ARTICLE VIII. INCORPORATOR.

The name and address of the Incorporator is: KTG&S Registered Agent Corporation, 100 SE 2<sup>nd</sup> Street, Suite 2800, Miami, FL 33131.

#### ARTICLE IX. BOARD OF DIRECTORS.

The names and addresses of the persons who are the initial three (3) Directors of the

FA#: H09-16203

Corporation are as follows:

Lawrence Suran

Address: 3530 Mystic Pointe Drive, Suite 2604, Aventura, FL

33180.

Michael Kosnitzky Address: 100 SE 2<sup>nd</sup> Street, Suite 2800, Miami,

FL 33131.

Adam Kosnitzky

Address: 560 Talavera Road, Weston, FL 33326.

The method of election or appointment to the Board of Directors shall be as stated in the bylaws of the Corporation.

## ARTICLE X. DISSOLUTION.

In the event of, and upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

As signed and acknowledged on:

By: KTG&S Registered Agent Corporation

Michael Kosnitzky, Presider

## **ACKNOWLEDGMENT**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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

FA#: H09-16203

accept the obligations of my position as registered agent.

As signed and acknowledged on:

By: KTG&S Registered Agent Comporation

KTG&S Registered Agent Corporation 100 SE 2<sup>nd</sup> Street, Suite 2800

Miami, FL 33131