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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 3/26/10

SWEENEY & SWEENEY, S.C.

Attorneys and Counselors
440 Science Drive, Suite 101
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In Boca Raton, Florida:
750 S. Dixie Highway
Boca Raton, Florida 33432
Facsimile (561) 395-9093
Telephone (561) 395-0000

March 23, 2010

Via Priority Mail

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

Re: HESA Research Foundation, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for \$78.75 for the Filing Fee and a Certified Copy for HESA Research Foundation, Inc.

Please send any return documents to:

Sweeney & Sweeney, S.C.
Attn: Patrick S. Sweeney
440 Science Drive, Suite 101
Madison, WI 53711

Telephone: (608) 238-4444

Future annual report notifications should be sent to: patrick@sweenlaw.com AND jbrown@lavallebrown.com.

Very truly yours,

SWEENEY & SWEENEY, S.C.



Patrick S. Sweeney, Esq.

Enclosures

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

HESA Research Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

750 S. Dixie Highway
Boca Raton, FL 33432

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

The organization is organized 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.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

Per Article III, Section 2.c. of the Bylaws: Directors shall be elected or reelected as the case may be by vote of the majority of the members at the membership's annual meeting. Any member may nominate a "duly qualified person" for consideration as a Director by the members. As used herein, "duly qualified person" shall be defined as any member of the Corporation in good standing.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

James Walsh, CEO, 750 S. Dixie Highway, Boca Raton, FL 33432
Jeff Brown, Director, 750 S. Dixie Highway, Boca Raton, FL 33432
Patrick S. Sweeney, Director, 750 S. Dixie Highway, Boca Raton, FL 33432

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Jeff Brown
750 S. Dixie Highway
Boca Raton, FL 33432

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

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TALLAHASSEE, FLORIDA

Jeff Brown
750 S. Dixie Highway
Boca Raton, FL 33432

ARTICLE VIII DISSOLUTION

Per Article IX, Section 1 of the Bylaws: Upon the dissolution of 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.

ARTICLE IX CONFLICT OF INTEREST

The Corporation has adopted a Conflict of Interest Policy in a form substantially similar to the Conflict of Interest Policy contained in the attached Exhibit A.

ARTICLE X LIMITATION OF OVERHEAD COSTS

Per Article VII, Section 1 of the Bylaws: The Corporation shall not utilize more than ten percent (10%) of Corporate funds identified for research to pay the costs of non-direct overhead charges per year.

ARTICLE XI GENERAL

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

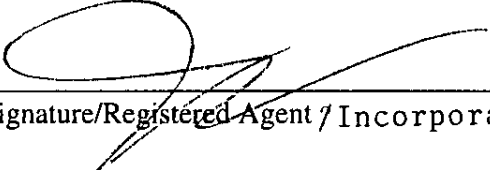
The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal code.

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.



Signature/Registered Agent / Incorporator

3/17/10

Date

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TALLAHASSEE, FLORIDA