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## FLORIDA PROFIT/NON PROFIT CORPORATION TOURETTE SYNDROME ASSOCIATES OF FLORIDA, INC.

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## tourette syndrome association of florida, inc.

tourette syndrome association of florida, inc.

Tourette Syndrome Association of Florida, inc. PO Box 411416 Melbourne, FL 32941 (727) 418-0240

#### **AFFIDAVIT**

Christopher Brown, being duly sworn, deposes and says:

- 1. I am the chair of Tourette Syndrome Association of Florida, Inc. (the "TSA Florida")
- 2. Tourette Syndrome Association, Inc. ("TSA") is a New York not-for-profit corporation.
- 3. TSA Florida and TSA have executed a Chapter Agreement pursuant to which TSA Florida is an authorized chapter of TSA.
- 4. TSA consents to the use of "Tourette Syndrome Association" in TSA Florida's legal name.

2010.

TOURETTE SYNDROME ASSOCIATION OF FLORIDA, INC.

hristøpher Brown

Chaif

Sworn to and subscribed before me this 18th day of March, 2010

AVAN WANGEL DELEADO

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# ARTICLES OF INCORPORATION OF TOURETTE SYNDROME ASSOCIATION OF FLORIDA, INC.

### A FLORIDA NON-PROFIT CORPORATION

**FIRST:** The name of the corporation is Tourette Syndrome Association of Florida. Inc.

**SECOND:** The character of affairs of the corporation will be promoting, among the professional and interested general public, a greater awareness and understanding of, and education about Tourette Syndrome; facilitating early and accurate diagnosis of Tourette Syndrome and sympathetic treatment of those with this condition; providing service and other information to people with Tourette Syndrome, families and others concerned about Tourette Syndrome; and fostering medical research into the cause, improved treatment and cure for Tourette Syndrome.

**THIRD:** The purpose of the corporation is to be a chapter of the Tourette Syndrome Association, Inc. and, as such, engage in the following activities:

- (a) to promote, among the professional and interested general public, a greater awareness and understanding of, and education about Tourette Syndrome; facilitating early and accurate diagnosis of Tourette Syndrome and sympathetic treatment of those with this condition; providing service and other information to people with Tourette Syndrome, families and others concerned about Tourette Syndrome; and fostering medical research into the cause, improved treatment and cure for Tourette Syndrome;
- (b) to receive and accept contributions to the corporation exclusively for charitable, educational and scientific purposes;
- (c) to hold and administer contributions to the corporation exclusively for charitable, educational and scientific purposes;
- (d) to distribute money and property and to provide support to qualified charitable, educational and scientific organizations and for charitable, educational and scientific purposes, as determined by the board of directors; and
- (e) to engage in similar charitable, educational and scientific activities.

Charitable, educational and scientific purposes and organizations are charitable, educational and scientific purposes and organizations within the meaning of the Florida Not For Profit Corporation Act (the "Act") Section 617.0301 and Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). Any

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reference in these Articles of Incorporation to a Section of the Act shall include the corresponding provision or provisions of any applicable future Florida law, and any reference in these Articles of Incorporation to a Section of the Code shall include the corresponding provision or provisions of any applicable future tax law.

#### FOURTH:

- (a) The corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 617.0301 of the Act and Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Code. The corporation shall not conduct any activities not permitted to be conducted by a corporation described in Section 617.0301 of the Act and Sections 501(c)(3), 170(c)(2)(B), 2055(a)(2) and 2522(a)(2) of the Code;
- (b) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to the directors, officers, members or any other person, except that the corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of the purposes set forth in Article Third hereof:
- (c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section' 501(h) of the Code. The corporation shall not participate in or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office; and
- (d) If this corporation is at any time a private foundation within the meaning of Section 509(a) of the Code, then during the period in which the corporation is a private foundation, the corporation shall (i) distribute such amounts at such times and in such manner as not to become subject to tax under Section 4942 of the Code; (ii) not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) not retain any excess business holdings as defined in Section 4943(c) of the Code so as to become subject to tax under Section 4943 of the Code; (iv) not invest any amount in such a manner as to jeopardize the carrying out of any of its exempt purposes as defined in Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945(d) of the Code.

This Article Fourth shall apply strictly in accordance with its terms, notwithstanding any other provision of these Articles of Incorporation.

FIFTH: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation to one or more organizations operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively to such organizations described in Section 501(c)(3) of the Code as such court shall determine.

SIXTH: Directors shall be elected as provided in the Bylaws. The initial Board of Directors shall consist of six (6) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors or until their successors are elected and qualified are:

Name	Address
Christopher Brown	4152 Chelan Drive, Melbourne, FL 32934
Ross Preville	340 1st Street N, Unit H, Saint Petersburg, FL 33701
Wendy Romeu	4818 Alamanda Drive, Melbourne, FL 32940
Loral Frohme	941 SW 94 Ave., Plantation, FL 33324
Cindy Kurtz	4085 Briarcliff Circle, Boca Raton, FL 33496
Carolyn Bodzin	21200 Point Place, Unit 2905, Aventura, FL 33180

SEVENTH: The street address of the known place of business of the corporation in the State of Florida is 4152 Chelan Drive, Melbourne, FL 32934. The mailing address is Post Office Box 411416, Melbourne, Florida 32941-1416.

**EIGHTH:** The name and address of the statutory agent of the corporation in the State of Florida is United Corporate Services, Inc., 9200 South Dadeland Blvd., Suite 508, Miami, Florida 33156.

NINTH: The name and address of the incorporator is MaryLyn Carabello, Esq., Two World Financial Center, New York, New York 10281.

TENTH: The corporation, to the fullest extent now or hereafter permitted by the law, any amendments thereto and any successor statute thereto, shall indemnify any person made, threatened to be made, a party to an action or proceeding, whether civil or criminal, (other than one by or on behalf of the corporation to procure a judgment in its favor.) including, without limitation, an action by or on behalf of the corporation of any type or kind, domestic or foreign, or of any partnership, joint venture, trust, employee benefit plan or other entity, that any director or officer of the corporation served in any capacity at the request of the board of directors, by reason of the fact that he or she, or his or her testator or intestate, was a director, officer,

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cmployee, fiduciary or agent of the corporation, or served such other corporation, partnership, joint venture, trust, employee benefit plan or other entity in any capacity at the request of the board of directors, against reasonable expenses, including legal fees actually and reasonably incurred in connection with such action or proceeding, and/or any appeal therein, if such person acted in good faith, for a purpose that he or she reasonably believed to be in, or, in the case of service for any other corporation, partnership, joint venture, trust, employee benefit plan or other entity at the request of the board of directors, not opposed to the best interests of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

[SIGNATURE PAGE FOLLOWS]

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EXECUTED, this 22nd day of February, 2010, by the incorporator.

MaryLyn Carabello, Incorporator

LVICE PRESIDENT

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 familian with and accept the appointment as registered agent and agree to act in this capacity,

8502058846

Registered Agent