

N10000011046

(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



500187735445

11/23/10--01026--003 **70.00

FILED
STATE OF TEXAS
DIVISION OF COMMERCE
2010 NOV 23 PM 3:08

gr 11/29/10

COVER LETTER

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

VIA FEDEX

SUBJECT: Dr. Catherine Willis Educational Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ana Harris, Esq.

Name (Printed or typed)

9100 S. Dadeland Blvd., Suite 1500

Address

Miami, FL 33156

City, State & Zip

305-667-8123

Daytime Telephone number

aharris@celaadvisors.com

E-mail address: (to be used for future annual report notification)

2010 NOV 23 PM 3:08

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FL

*Please email
certificate of
confirmation.
Thank you*

NOTE: Please provide the original and one copy of the articles.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2010 NOV 23 PM 3:08

ARTICLES OF INCORPORATION
OF
DR. CATHERINE WILLIS EDUCATIONAL FOUNDATION, INC.

(A FLORIDA NOT FOR PROFIT CORPORATION)

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is DR. CATHERINE WILLIS EDUCATIONAL FOUNDATION, INC. The mailing address and principal address of the corporation shall be 12251 S.W. 69 Court, Miami, Florida 33156.

ARTICLE II - CORPORATE EXISTENCE

This corporation shall have a perpetual existence commencing upon filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III - PURPOSE

The nature of the business and the objects and purposes to be transacted, promoted, or carried on by the corporation are as follows:

A. This corporation is a corporation not for profit as defined in the Florida Not For Profit Corporation Act. The corporation is not formed for pecuniary profit.

B. This corporation is organized and operated exclusively for charitable and educational purposes, including the making of distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3).

C. This corporation is authorized to engage in any lawful activity for which not for profit corporations may be organized under the laws of the State of Florida and shall have all of the powers vested in a not for profit corporation organized under and existing by virtue of the laws of the State of Florida, consistent with the purposes in Paragraph B., above.

D. One of the primary purposes of this corporations shall be to provide educational materials for a medical library, which may include but not be limited to, computers, books,

journals, etc.; and sponsoring and presenting guest lecturers in the medical field for educational purposes.

ARTICLE IV – MANNER OF ELECTION OF BOARD OF DIRECTORS

The management of this corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three. The Directors shall be elected in accordance with the By-laws of the corporation. The names and addresses of the initial Directors of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Dr. George Willis	12251 SW 69 Court Pinecrest, Florida 33156
Dr. Audrey Martinez	6161 SW 123 Ter Pinecrest, FL 33156
Dr. Jesus Martinez	6161 SW 123 Ter Pinecrest, FL 33156

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such address are as follows:

<u>Registered Agent</u>	<u>Street Address of Registered Office</u>
ANA C. HARRIS, ESQ.	9100 S. DADELAND BLVD. SUITE 1500 MIAMI, FL 33156

ARTICLE XI - INCORPORATOR

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
ANA C. HARRIS, ESQ.	9100 S. DADELAND BLVD.

SUITE 1500
MIAMI, FL 33156

ARTICLE IV – CHARITABLE ORGANIZATION PROVISIONS

A. No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to any member, directors, officers, employees, or other private individuals, or organizations organized and operated for a profit; provided, however, 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 III, hereof, to the extent permitted by law.

B. Notwithstanding any other provisions in these Articles, the corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and (b) an organization described in Internal Revenue Code Sections 509(a)(1), (2), or (3) (as the case may be); and/or (c) by an organization, contributions to which are deductible under Internal Revenue Code Sections 170(c)(2), 2055(a)(2), or 2522(a) (2).

C. 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 in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

D. In the event of dissolution or final liquidation of this corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation as long as such organization or each such organization shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3); and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under Internal Revenue Code Section 170(c) or as an organization exempt from federal income taxation under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3).

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify all officers and directors, and former officers and directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 22 day of November, 2010.


ANA C. HARRIS, INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above corporation at the place designated in the Articles of Incorporation, I hereby accept this appointment of, and designation as, registered agent for service of process within the State of Florida of the proposed corporation named in the Articles of Incorporation hereinabove set forth and do hereby further state that we may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article VI of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement to be signed on this 22 day of November, 2010.


Ana C. Harris, Esq.

FILED
STATE OF FLORIDA
DIVISION OF CORPORATIONS
2010 NOV 23 PM 3:08