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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE HEALING WAVE FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
THE HEALING WAVE FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation shall be **THE HEALING WAVE FOUNDATION, INC.**

**ARTICLE II
DURATION**

The Corporation shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Corporation's existence shall be perpetual.

**ARTICLE III
PURPOSE**

The Corporation is organized exclusively for charitable purposes, as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, but not limited to, providing financial assistance to several types of organizations which are exempt from federal income tax under Section 501(c)(3) of the Code.

**ARTICLE IV
MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Corporation shall be 2061 NE 214th Terrace, North Miami Beach, Florida 33179.

**ARTICLE V
DIRECTORS**

The manner in which directors are elected or appointed is as provided for in the bylaws. The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the persons who are to serve as members of the initial Board of Directors are:

DENIS KLEINFELD

with an address at 2061 NE 214th Terrace, North Miami Beach, Florida 33179.

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**ARTICLE VI
REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Corporation in the State of Florida is **NRAI SERVICES, INC.**, 2731 Executive Park Drive, Suite 4, Weston, Florida 33331.

**ARTICLE VII
LIMITATION OF POWERS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private person, 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 III hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VIII
DISSOLUTION**

Upon the 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 the 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 so 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.

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is: **Kari Meran**, with an address at 1001 Brickell Bay Drive, Suite 2002, Miami, Florida 33131.

Kari Meran
Kari Meran, Incorporator

DATED: February 1, 2011.

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the Corporation, organized pursuant to the laws of the State of Florida, submits the following statement designating the registered agent/registered office in the State of Florida.

1. The name of the Corporation is: **THE HEALING WAVE FOUNDATION, INC.**
2. The name and address of the registered agent and office is:

NRAI SERVICES, INC.
2731 Executive Park Drive, Suite 4
Weston, Florida 33331

Having been named as registered agent and to accept service of process for the above stated Not For Profit Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided in Chapter 617 of the Florida Not For Profit Corporation Act.

NRAI SERVICES, INC.

By: Katie Wonsch
Print Name: Katie Wonsch
Title: Asst. Secretary