

N 110000008557

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

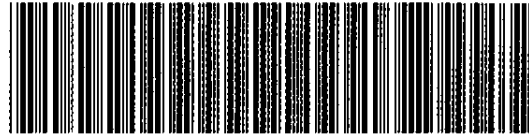
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600211705216

09/08/11--01006--007 **87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 SEP -8 PM 4:47

SEP 8 2011
FILED

ALZSTOP, INC.
ARTICLES OF INCORPORATION

PREAMBLE

The undersigned incorporator, for the purpose of forming a Florida-not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I – The Corporation

Section 1. The name of the Corporation is **ALZSTOP, INC.**

Section 2. The principal place of business is 86 Nottingham place, Boynton Beach, FL 33426 or any such future address as may be determined by the Board of Directors from time to time

Section 3. The mailing address of the Corporation is 86 Nottingham place, Boynton Beach, FL 33426 or any such future address as may be determined by the Board of Directors from time to time

SECTION 4. The affairs of the Corporation shall be governed by its Constitution and By-laws which may be reviewed and amended upon approval by a majority vote at a general membership meeting that is especially called for that purpose.

SECTION 5. The existence of this Corporation shall commence upon the filing of its Articles of Incorporation by the Florida Department of State and shall continue in perpetuity.

Section 6. ALZSTOP, INC. is set up as a non-profit Florida Corporation, with the intent of becoming tax exempt under Section 501(c)(3) of the Internal Revenue Code, subject to public auditing and accountability.

ARTICLE II - Mission

Section 1. The mission of **ALZSTOP, INC.** is to provide a global and impartial platform of awareness, collaboration, coordination, support, research and help to prevent or stop Alzheimer in the phase it is. This includes, for such purposes, the making of distributions to organizations or entities that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1A. The purposes for which the corporation is organized are exclusively charitable within the meaning of section 501(c)(3) of the Internal Revenue Service Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

1B. Notwithstanding any provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE III – Finances

SECTION 1. The corporation's fiscal or financial year shall begin on January 1 and end on December 31 of the same year.

SECTION 2. All Corporate checks related to the banking accounts of the corporation shall be prepared by the Treasurer and signed by the President and the Treasurer, or in the absence of the President, by the Treasurer and the Secretary.

SECTION 3. The Corporation prohibits any conflict of interest or the appearance of conflict of interest by board members, officers, employees, consultants and relatives.

SECTION 4. The Corporation's accounting and internal control systems shall follow Generally Accepted Accounting Principles (GAAP) and assure that an annual independent accounting audit is performed in accordance with Federal audit requirements.

SECTION 5. The Corporation shall raise funds through grants and public support, and may engage in other income-generating activities within the provisions specified under section 501(c)(3) of the Internal Revenue Code, to accomplish its mission.

SECTION 6. All funds raised and disbursed by the Corporation shall be fully accountable and all records shall be open to the public.

Section 7. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not have any other purpose and shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by an organizations, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 8. Upon the dissolution of the organization, 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 the Court of Common Pleas of the county in which the principal office of the organization 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 IV – Membership

Membership in the Corporation shall be available to any natural person over the age of eighteen, as well as corporations and partnerships that are interested in promoting the purposes for which the Corporation was formed.

- **Volunteer membership** shall be free for those who provide services to the needy.
- **Regular Membership** shall have a fee of \$5 per month, for those interested in taking advantage of ALZSTOP services. Members will also be able to receive newsletter and other related materials. The fee can be waived based on financial condition or recommendation from medical provider.
- **Gold Membership** shall have a fee of \$100 per year for those interested in receiving benefits, including services, newsletters, educational materials, publishing of name (personal or business) in the newsletter periodically, the sense of giving back to the needy and discounted price in special events.
- **Life time membership** shall have a one-time fee of \$4000, for those interested in receiving benefits of gold membership plus participation in annual meeting and voting for the amendments of the Bylaws.

ARTICLE V - Officers and Directors

Section 1. The Board of Directors shall consist of at least four (4) but no more than five (5) members, consisting of the Chairman, President, Vice-President, Corporate Secretary, and Corporate Treasurer.

Section 2. The corporation recognizes that the founding members are permanent members constituting the initial directors and officers of the organization, and can only be removed by misconduct or willful resignation from their respective positions.

Section 3. The Founding Members, Initial Directors and Officers and their addresses are:

Chairman	Armando Marull 10131 Forest Hill Blvd Ste 100A Wellington, FL 33414
President:	Prajesh Neupane 86 Nottingham Place, Boynton Beach, FL 33426
Secretary	Abhigya Neupane 86 Nottingham Place Boynton Beach, FL 33426
Treasurer	Elizabeth Marull 10131 Forest Hill Blvd Ste 100A Wellington, FL 33414

11 SEP -8 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
11 SEP 11 2008

Section 4. The Vice-President shall be the 5th member of the Board and will be elected from a 5-member Advisory board, made up of medical or health professionals, social workers or president of other companies working on areas related to Alzheimer's disease.

Section 5. The Chair of the Board of Directors shall preside at all meetings of the Board; shall provide overall leadership; shall oversee and monitor all administrative and functional activities of the Corporation; shall establish partnerships with other entities and referral agencies; shall oversee the organization's fundraising program; and shall have the right to vote.

Section 6. The President shall act in the capacity of Chief Executive Officer, shall be responsible for managing the day-to-day activities, overall program and functional operations of the corporation; shall assist the Chair in establishing partnerships and developing the organization's fundraising programs; and shall have the right to vote.

Section 7. The Vice-President shall assist the President in overseeing all the activities of the Corporation; shall assume, in the absence of the President, all the duties of that office; and shall have the right to vote.

Section 8. The Corporate Secretary shall keep a permanent record and report the minutes of all meetings and transactions held by the corporation; shall keep all documents and legal papers of the Corporation on file for easy retrieval; and shall have the right to vote.

Section 9. The Corporate Treasurer shall deposit and keep an accurate record of all contributions and funds collected for and by the corporation; shall issue corresponding receipts for all contributions and money collected for and by the corporation; shall keep an accurate record of all expenses incurred received by the corporation including all funds given to various individuals and/or special organizations for the purpose of achieving the Corporate goals; shall assist the President and Chair in preparing the budget, financial report and internal audit; and shall have the right to vote..

Section 10. Members of the Board of Directors may be compensated for carrying out administrative or other service-related duties.

Section 11. Executive officers and directors may be subject to disciplinary action or may be removed from office if there is unequivocal proof of willful and irretrievable misconduct that violates the Constitution and destroys the foundation for which the Corporation was created. In such cases, the respective officer-in-question shall be duly informed and shall have the right to counsel, but shall be suspended from regular duties and may not assume office until after any final action or decision is made. Any motion to discipline or impeach the respective officer-in-question shall be deliberated, decided by a majority vote, and documented in the form of a formal Resolution by the Board of Directors.

ARTICLE VI – Meetings

The Board of Directors shall meet once a month at a time and place agreed upon by its members. In addition, an Annual Board meeting of the Board and the lifetime members shall be scheduled

to review the programs, approve the budget, review & amend the Bylaws, review the annual financial report, and create strategic plans for the Corporation.

ARTICLE VII- Amendments and Implementation

These Constitution and By-laws may be amended by a unanimous vote of the members of the Board of Directors & majority vote of the life time members present at Annual membership meeting that is called for that purpose.

ARTICLE VIII – Registered Agent

The name and address in the State of Florida of this Corporation's initial registered agent for service of process are:

PRAJESH NEUPANE
86 Nottingham Place
Boynton Beach, FL 33426

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 accept the obligations of my position as registered agent.

Prajesh U. Neupane
Registered Agent

Date: 11/06, 2011

ARTICLE VIII. Incorporator

In witness of this, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned incorporator of this corporation has executed these Articles of Incorporation providing for the information, liability, rights, privileges and immunities of a corporation not for profit on this 11 day of September, 2011.

Prajesh U. Neupane
PRAJESH NEUPANE
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid take acknowledgements, personally appeared PRAJESH NEUPANE, to me well known to be the individual who executed the foregoing instrument of the corporation, and

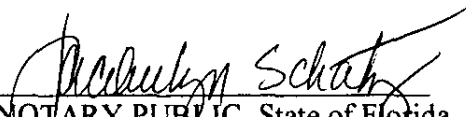
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

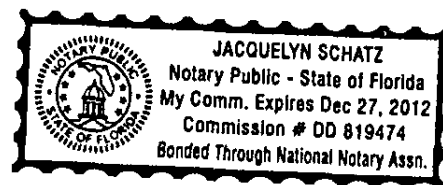
11 SEP -8 PM 4:47

11/06/2011

that he acknowledged executing the same freely and voluntarily under authority duly vested in her by said corporation.

Witness my hand and official seal in the County and State aforesaid, this 6th of September, 2011.


NOTARY PUBLIC, State of Florida
My commission expires:



11 SEP -8 PM 4:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
11 SEP 2011
FALD