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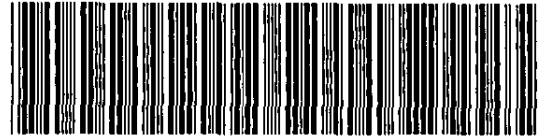
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K 03/25/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 580352 3487A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 22, 2013

ORDER TIME : 10:17 AM

ORDER NO. : 580352-005

CUSTOMER NO: 3487A

DOMESTIC FILING

NAME: JOSH PROVIDES EPILEPSY
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: _____

COVER LETTER

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

SUBJECT: JoshProvides Epilepsy 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: Bruce P. Chapnick, Esq.

Name (Printed or typed)

2033 Main Street, Suite 600, Sarasota, FL 34237

Address

Sarasota, FL 34237

City, State & Zip

(941) 366-8100

Daytime Telephone number

bchapnick@icardmerrill.com

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

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

**ARTICLES OF INCORPORATION
OF
JOSH PROVIDES EPILEPSY FOUNDATION, INC.,
A NOT FOR PROFIT CORPORATION**

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TALLAHASSEE, FLORIDA

The Undersigned Incorporator desiring to form a not for profit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617, for the purposes stated in these Articles of Incorporation, does hereby certify:

ARTICLE I - NAME

The name of this Corporation ("Corporation" or "Foundation") is JoshProvides Epilepsy Foundation, Inc.

ARTICLE II - PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The principal office of the Foundation is located at 5518 Avellino Place, Sarasota, FL 34238. The mailing address of the Foundation is 5518 Avellino Place, Sarasota, FL 34238. The Directors of the Corporation may change the location of the principal office of the Foundation from time to time. The registered office of the Foundation is located at 2033 Main Street, Suite 600, Sarasota, FL 34237. The registered agent is Bruce P. Chapnick, whose address is 2033 Main Street, Suite 600, Sarasota, FL 34237.

ARTICLE III - NON-PROFIT PURPOSE; PURPOSES

A. This Foundation is a not for profit corporation organized and operated exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (all references to Sections of the Code include the corresponding provision of any subsequent federal tax law), including the making of distributions to organizations that qualify as tax exempt organizations under Section 501(c)(3) of the Code, or corresponding sections of any future federal tax code; and, is authorized to exercise such powers as are in furtherance of its tax exempt status and for purposes for which a corporation may be formed under the Florida Not For Profit Corporation Act; to acquire funds and other assets by gift, donation and otherwise from the public and from all other available sources; to receive and maintain such funds and expend principal and income therefrom; to hold and invest the same; to establish, operate, provide and make grants and funds available to and promote such activities for such charitable, scientific and educational purposes as the Board of Directors of the Foundation may determine from time to time; and, to do all other things necessary or desirable in connection with the foregoing purposes;

B. More specifically, the Foundation is formed and established to: (1) provide education and promote awareness regarding people living with epilepsy and seizure disorders; (2) eliminate the negative stigma that is associated with epilepsy; and (3) provide financial and

benevolent assistance for people living with epilepsy and other seizure disorders to the community at large; and

C. In furtherance of the foregoing purposes, the Foundation has all powers granted to a corporation under the Florida Not For Profit Corporation Act and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under Section 501(c)(3) of the Code and its qualification to receive contributions deductible under Section 170(c)(2) of the Code. All references to Code sections in these Articles of Incorporation include any corresponding section of any future federal tax law.

ARTICLE IV - POWERS; LIMITATIONS ON POWERS

POWERS:

This Foundation shall have and exercise all the powers of a not for profit corporation under the laws of the State of Florida and the power to do all things necessary, proper, and consistent with maintaining its tax exempt status under Section 501(c)(3) of the Code and its qualification to receive contributions deductible under Section 170(c) (2) of the Code.

LIMITATIONS ON POWERS:

(1) No part of the assets or net earnings of the Foundation shall be distributable to or inure to the benefit of, its directors, officers, or other private persons having a personal or private interest in the Foundation, except that the Foundation 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.

(2) The Foundation is authorized and empowered to pay compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Foundation which must be limited to reasonable amounts.

(3) No substantial part of the activities of the Foundation may be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent that would disqualify the Foundation for tax exemption under Section 501(c)(3) of the Code.

(4) The Foundation shall not directly or indirectly 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 within the meaning of Section 501(c)(3) of the Code.

(5) The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

(6) Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not carry on any activity not permitted to be carried on by: (a) a corporation

exempt from federal income tax under Section 501(c)(3) of the Code, or any corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future federal tax code.

ARTICLE V – STOCK

The Foundation is not organized for profit and does not have authority to issue capital stock.

ARTICLE VI - MEMBERSHIP

The Foundation shall not have members.

ARTICLE VII - TERM OF EXISTENCE

The term for which this Corporation is to exist shall be perpetual, unless sooner dissolved pursuant to the provisions of Florida Statute 617, as amended.

ARTICLE VIII - NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator to the Articles of Incorporation of this Corporation is **Bruce P. Chapnick, 2033 Main Street, Suite 600, Sarasota, FL 34237.**

ARTICLE IX - OFFICERS AND DIRECTORS

The affairs of this Corporation shall be managed by a governing Board called the Board of Directors, who shall be elected at the Annual Meeting of the Board of Directors of the Corporation. Vacancies on the Board of Directors may be filled in such manner as provided by the Bylaws. The officers shall be: a President, Secretary and Treasurer. The Board of Directors shall elect officers. The officers and members of the Board shall perform such duties, hold office for such terms, and take office at such times as shall be provided by the Bylaws of the Corporation.

ARTICLE X - NAMES AND ADDRESSES OF OFFICERS AND DIRECTORS

The Board of Directors shall at all times consist of at least three (3) directors. The names and addresses of the persons who shall serve as officers and directors until the next annual meeting of the Board of Directors of the Foundation are:

Ruth Harshman, President
16105 Foremast Place
Lakewood Ranch, FL 34202

Erin Lazo, Secretary
7147 Hawks Harbor Circle
Bradenton, FL 34207

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Merrill Wynne, Treasurer
565 Sanctuary Drive, Apt A501
Longboat Key, FL 34228-3825

John Cannon
6710 Professional W Parkway
Lakewood Ranch, FL 34240

Rose Chapman
2688 Fruitville Road
Sarasota, FL 34237

Bruce P. Chapnick
2033 Main Street, Suite 600
Sarasota, FL 34238

Karen Basha Egozi
1200 NW 78 Avenue, Suite 400
Miami, FL 33126

Michael J. Furen
2033 Main Street, Suite 600
Sarasota, FL 34237

Burton Golumbic, DDS
16160 Parque Lane
Naples, FL 34110

Alfred Rose
1111 Ritz-Carlton Drive, Apt. 1206
Sarasota, FL 34236

Edward Scharf
22 Garey Drive
Chappaqua, NY 10514

Paul Schwebel
6030 Elia Way
Canfield, OH 44406

Dan Vigne
364 165th Court NE
Bradenton, FL 34212

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ARTICLE XI - AUTHORITY AND POWERS OF DIRECTORS

- (1) The affairs and business of the Foundation are to be managed and conducted by the directors of the Foundation.
- (2) The qualifications, election, number, tenure, powers and duties of the directors of the Foundation are as set out in the Bylaws.
- (3) The directors have the power to adopt, amend, or repeal the Bylaws.

ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

These Articles may be amended by the affirmative vote of a majority of the Board of Directors present and voting at any annual, regular or special meeting of the Corporation; provided, however, these Articles of Incorporation shall not be amended unless written notice is first given of the proposed Amendment to each and every member of the Board of Directors of the Corporation, ten (10) days prior to the annual, regular or special meeting of the Board of Directors of the Corporation or as otherwise authorized by the Bylaws; provided, however, that any amendment will not adversely affect the status of the Corporation as an organization qualifying under Section 501(c)(3) of the Code.

ARTICLE XIII - DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Foundation, whether voluntary, involuntary, or by operation of law:

- (1) None of the property of the Foundation nor any proceeds thereof may be distributed to or divided among any of the directors or officers of the Foundation or inure to the benefit of any individual.
- (2) After all liabilities and obligations of the Foundation have been paid, satisfied, and discharged, or adequate provision made therefore, all remaining property and assets of the Foundation must be distributed as determined by the Board of Directors to one or more organizations formed and operated exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code if the following conditions are met:
- (a) transfers of property to such organization must, to the extent then permitted under the laws of the United States, be exempt from federal, gift, succession, inheritance, estate, or death taxes (by whatever named called);
- (b) such organizations must be exempt from federal income taxes by reason of Section 501(c)(3) of the Code; and
- (c) contributions to such organization must be deductible by reason of Section

170 of the Code.

Any such assets not so disposed of as provided above shall be disposed of by the Circuit Court 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 within the meaning of Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto executed these Articles of Incorporation as of March 21, 2013, and hereby makes and files in the office of the Secretary of State of the State of Florida these Articles of Incorporation and certifies that the facts herein stated are true.



BRUCE P. CHAPNICK, INCORPORATOR

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the JoshProvides Epilepsy Foundation, Inc., at the place designated in the Articles of Incorporation, 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 the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.


BRUCE P. CHAPNICK, REGISTERED AGENT

Date: March 21, 2013

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