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J. BEAUREGARD PARKER, P.A.

ATTORNEY AT LAW

1900 N.W. CORPORATE BOULEVARD
SUITE 301 - WEST BUILDING
BOCA RATON, FLORIDA 33431-7340
TELEPHONE: 561-997-0204 / FAX: 561-997-1194
E-MAIL: beau@jbparkerlaw.com

April 22, 2014

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

Attn.: Corporate Filings

Re: The Palomar Foundation, Inc.
Articles of Incorporation (Non Profit)

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation, together with a copy and a check in the amount of \$78.75 for the \$70.00 filing fee and an \$8.75 certified copy fee. Kindly return a certified copy to my attention.

If you have any questions or concerns, please call me.

Thank you for your courtesies in this matter.

Very truly yours,

J. Beauregard Parker

JBP/dec
Enclosure

**ARTICLES OF INCORPORATION
OF
THE PALOMAR FOUNDATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 APR 28 PM 12:09

PREAMBLE

We, the undersigned, hereby organize ourselves as a not-for-profit corporation under Chapter 617 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this non-for-profit corporation shall be: **THE PALOMAR FOUNDATION, INC.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The place in this state where the principal office of the Corporation is to be located at: 1900 NW Corporate Blvd, Suite 301 W, Boca Raton, Florida 33431.

**ARTICLE III
PURPOSE**

1. Said corporation is organized exclusively for charitable and educational purposes in support of addressing issues that prevent those affected by alcohol and drug addiction from recovering fully. We address these issues by promoting proven methods of treatment through scientific research, granting access to the best available treatments, and educating clinicians, addicts, afflicted families and policy makers. In furtherance thereof we will provide progressive research in the field of alcohol and drug addiction modalities and educate the public through professional conferences, published papers, peer-to-peer advocacy and community outreach. The corporation shall be subject to all applicable laws that govern exempt non-profit organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.
2. The corporation shall have the power to acquire and hold title in fee simple, in trust, or otherwise, to personal property, and to improve, encumber, sell, convey and dispose of all such property.
3. The corporation shall have the power to lease, modify, and maintain a building for purposes consistent with those required in furtherance of its purpose.
4. If, for any reason, the corporation shall cease to exist as a legal entity and its charter shall expire or be terminated, the title to all its property, shall be transferred in accordance with Article VIII hereof.

ARTICLE IV
OFFICERS

The officers of the corporation shall be a Chief Executive Officer, Chief Operations Officer and Chief Financial Officer. The names and addresses of the persons who are the initial Officers of the corporation are as follows:

Chief Executive Officer: Michael Craig
 1900 NW Corporate Blvd, Suite 301W
 Boca Raton, Florida 33431

Chief Operations Officer Joseph A. Petri
 301 Yamato Road, Suite 1199
 Boca Raton, FL 33431

Chief Financial Officer Peter L. Walstrom
 301 Yamato Road, Suite 1199
 Boca Raton, FL 33431

Officers will be elected in conformance with the By-Laws to be adopted by the initial Board and approved by the membership at the first annual meeting.

ARTICLE V
BOARD OF DIRECTORS

The Board of Directors shall consist of not less than 3 or more than 19 Directors.

The names and addresses of the persons who are to serve as the initial Board of Directors until the first election are as follows:

Michael Craig
1900 NW Corporate Blvd, Suite 301W
Boca Raton, Florida 33431

Joseph A. Petri
301 Yamato Road, Suite 1199
Boca Raton, FL 33431

Peter L. Walstrom
301 Yamato Road, Suite 1199
Boca Raton, FL 33431

The Board of Directors will be those elected in conformance with the By-Laws to be adopted by the initial Board and approved by the membership at the first annual meeting.

ARTICLE VI **BYLAWS**

The Bylaws of the corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the Bylaws.

ARTICLE VII **PROHIBITED TRANSACTIONS**

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 persons, 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 part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempt to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distributions of statements) in 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. This distribution will be made in favor of a similarly exempt chartered organization at the local Palm Beach County Level.

ARTICLE IX **AMENDMENTS OF ARTICLES**

The Articles of Incorporation may be amended at any meeting called for that purpose provided the Amendment is approved by the members of the Board at a special meeting called for the purpose of considering amending the Articles of Incorporation, or a special meeting called for the purpose of considering amending the Articles of Incorporation, and providing that the Amendment is filed with the Secretary of State.

ARTICLE X **INDEMNIFICATION**

Each and every officer and director of the corporation shall be indemnified by the corporation against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed

on such officer or director in connection with any claim, demand or proceeding to which such officer or director may become involved by reason of their being or having been an officer or director of this corporation whether or not such person is an officer or director at the time such expenses are incurred, provided however, if such officer or director is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of such officer or director, the corporation shall not indemnify any claim or proceeding, the indemnification herein provided shall be applicable only when settled and shall determine that such indemnification shall be in the best interest of the officer or director and the corporation. The corporation may purchase such insurance policies as the Board of Directors of the Corporation shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, any and all other rights to which such officer or director may be entitled.

ARTICLE XI
RESIDENT AGENT

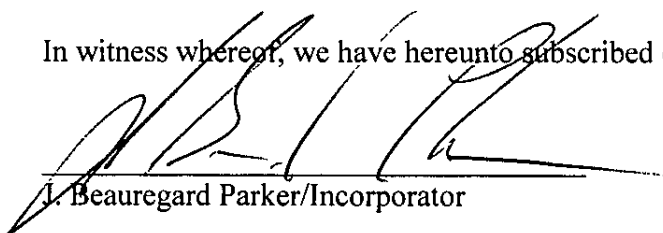
The resident agent of the corporation to accept service of process in this state and who shall serve until replaced by the Board of Directors of the corporation shall be:

J. Beauregard Parker, P.A.
1900 NW Corporate Boulevard, Suite 301W
Boca Raton, Florida 3343

ARTICLE XII
INCORPORATORS

J. Beauregard Parker shall serve as incorporator

In witness whereof, we have hereunto subscribed our names this 22nd of April, 2014



J. Beauregard Parker/Incorporator

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and to agree to act in this capacity

J. Beauregard Parker P.A.

By: 

J. Beauregard Parker