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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6/17/14

COVER LETTER

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

SUBJECT: Rajasinghe Research and Education 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: Elise Gross
Name (Printed or typed)

800 Fairway Drive, Suite 340
Address

Deerfield Beach, FL 33441
City, State & Zip

(561)953-1050
Daytime Telephone number

eg@assetprotectionattorneys.com
E-mail address: (to be used for future annual report notification)

FILED
14 JUN 16 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
OF
RAJASINGHE VASCULAR RESEARCH AND EDUCATION FOUNDATION
A Florida Not-For-Profit Corporation

FILED
14 JUN 16 PM 3:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Notice is hereby given that the undersigned incorporator, being of full age, for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes does hereby accept all rights, privileges, benefits and obligations confirmed and imposed by said law, and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation is: Rajasinghe Vascular Research and Education Foundation, Inc.

ARTICLE II – PRINCIPAL OFFICE

The street address of the principal office of the corporation is 2450 Goodlette Road North, Suite 102, Naples, FL 34103 and the name of the registered agent of this Corporation and address of the registered agent is: Hillel L. Presser & Associates, P.A. at 800 Fairway Drive, Suite 340, Deerfield Beach, FL 33441. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

ARTICLE III – DURATION

The corporation shall have a perpetual existence, unless dissolved according to law.

ARTICLE IV – GENERAL PURPOSES

The purposes for which the corporation is organized are:

a. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c) (3) of the Internal Revenue Code (the "Code"), or corresponding section of any future federal tax code or as a Non-Profit Corporation in good standing under the Florida law, and this corporation may engage in such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable, civic, fraternal and scientific purposes. In furtherance of such purposes, it may promote, establish,

conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

b. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

i. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

ii. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

iii. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debenture, promissory notes, bills of exchange and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, of by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated; and

iv. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

v. To serve as trustee of any property, real or personal, wheresoever situated either within or without the State of Florida and also as Trustee of any Trust, endowment or portfolio; and

vi. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

c. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code Sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions or succeeding law) and the Treasury Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

- d. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of the exempt organizations described in Code Sections 501(c)(3), 2055 (a) and 170(c)(2) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
- e. No part of the activities of this corporation shall consist of carrying propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
- f. 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 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 a court of competent jurisdiction in 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 exclusively for such purposes. Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this corporation.

ARTICLE V – SPECIFIC PURPOSE/MISSION STATEMENT

The initial purpose and mission statement of this Corporation, which can be changed from time to time in accordance with the Bylaws, is to assist underserved youth and special needs children in Collier County to pursue careers in science and medicine.

ARTICLE VI – BOARD OF DIRECTORS/OFFICERS

This corporation shall have three (3) initial Directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the By-Laws of this corporation. The names and addresses of the initial Directors of this corporation are:

Name

Hiranya A. Rajasinghe

Address

2450 Goodlette Road N.
Suite 102
Naples, FL 34103

Carolann Falkenberg

4321 15th Avenue SW
Naples, FL 34116

Marnique Sparago

1200 N. Federal Highway
Suite 300
Boca Raton, FL 33432

The Members may elect the following officers: President, Vice-President, Treasurer and Secretary and such other officers as the Bylaws of this Corporation may authorize the Members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of the Members, such meeting to take place after the incorporation, in an election held according to the provisions of the Bylaws of the Corporation. Until such election is held, the following persons shall serve as corporate officers:

Hiranya A. Rajasinghe -
President, Secretary and Treasurer

2450 Goodlette Road N.
Suite 102
Naples, FL 34103

ARTICLE VII – NON-STOCK BASIS

This corporation is organized under a non-stock basis.

ARTICLE VIII – DISPOSITION OF ASSETS ON DISSOLUTION

In the event of dissolution, the residual assets of this corporation shall be turned over to the charitable organizations as set forth herein or in the alternative, the interest therefrom to the charitable organizations if the principal should be invested in an endowment or any other such investment vehicle.

ARTICLE IX – EXEMPT STATUS: PROHIBITED TRANSACTIONS

Reference in this Article to a Code Section shall also include any corresponding provisions of succeeding law and the Treasury Regulations thereunder:

a. This Corporation shall not exercise in any manner, or for any purpose, any power of authority granted herein which may jeopardize the status of this Corporation as an exempt organization under Code Section 501(c)(3).

b. This corporation, during the period it is a “private foundation” as defined in Code Section 509(a), shall not:

- i. Engage in any act of "self-dealing" as defined in Code Section 4941(d) which give rise to any liability for the tax imposed by Code Section 4941;
- ii. Retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943;
- iii. Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and
- iv. Make any "taxable expenditures" as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

ARTICLE X – BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of the Board of Directors by following the procedure set forth therefor in the Bylaws.

ARTICLE XI – INCORPORATOR

The name and street address of the incorporator of this corporation is as follows:

Hiranya A. Rajasinghe
2450 Goodlette Road N.
Suite 102
Naples, FL 34103

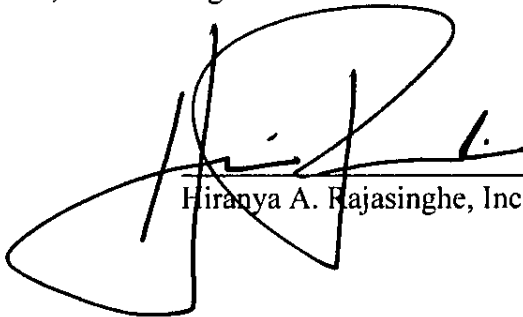
ARTICLE XII – AMENDMENT OF ARTICLES

Amendment of these Articles of Incorporation may be adopted by the Board and presented to the Board of Directors for their vote. Amendments may be adopted by the affirmative vote of the majority of the members of the Board of Directors of the Corporation, and as further set out in the Bylaws of the Corporation.

ARTICLE XIII – INDEMNIFICATION

The Corporation shall indemnify any directors, officers, Trustee or employee of the Corporation, or any former director, officer, Trustee or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

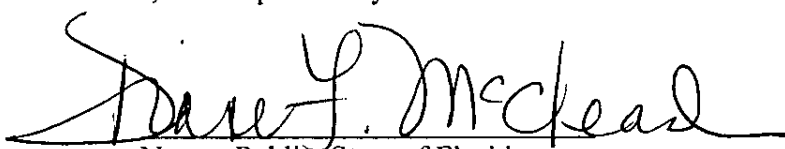
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 2 day of June, 2014.


Hiranya A. Rajasinghe, Incorporator

STATE OF FLORIDA

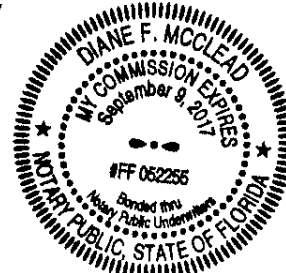
COUNTY OF Collier

The foregoing Articles of Incorporation were acknowledged before me on this 2 day of
June, 2014, by HIRANYA A. RAJASINGHE, who is personally known to me.


Notary Public, State of Florida

(Seal)

Diane F. McClead
Print name of notary



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM SERVICE OF PROCESS MAY BE MADE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

1. The name of the corporation is:

Rajasinghe Vascular Research and Education Foundation, Inc.

2. The name and address of the registered agent and office is:

Hillel L. Presser & Associates, P.A.
800 Fairway Drive, Suite 340
Deerfield Beach, FL 33441

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept Service of Process for the above-named corporation, at the place designated in this Certificate, Hillel L. Presser & Associates, P.A. hereby accepts to act in this capacity. Hillel L. Presser & Associates, P.A. agrees to comply with the performances of said duties, and is familiar with and accept the obligation of such position as registered agent.

Hillel L. Presser & Associates, P.A.



By: Hillel L. Presser, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA