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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

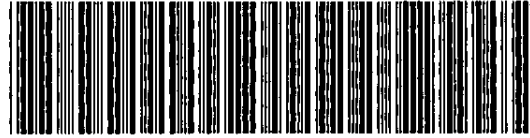
(Business Entity Name)

(Document Number)

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14 SEP 15 PM 4:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1114-49859

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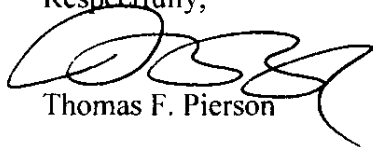
Thomas F. Pierson  
12722 NW 16<sup>th</sup> Ct.  
Coral Springs, Fl. 33071  
754-224-8329  
tfpierson@gmail.com

August 6, 2014

State of Florida  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Fl. 32301

Enclosed please find duplicate articles of incorporation for a non-profit corporation to be filed. Also enclosed is my check in the amount of \$78.75 for the filing fees and certification. Please return a stamped copy by regular mail. Please contact me if you should have any questions at the above number.

Respectfully,



Thomas F. Pierson



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 14, 2014

THOMAS F. PIERSON  
12722 N.W. 16TH CT.  
CORAL SPRINGS, FL 33071

SUBJECT: AMERICAN FOUNDATION FOR QUALITY VETERANS CARE INC.  
Ref. Number: W14000049859

We have received your document for AMERICAN FOUNDATION FOR QUALITY VETERANS CARE INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Verify and correct the corporate name with or without punctuation.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 714A00017500

Thomas F. Pierson  
8050 No. University Dr. Suite 202  
Tamarac, Fl. 33321  
754-224-8329  
[tfpierson@gmail.com](mailto:tfpierson@gmail.com)

Sept. 1, 2014

Ms. Maryanne Dickey  
Regulatory Specialist II  
New Filing Section  
Letter No. 714A00017500

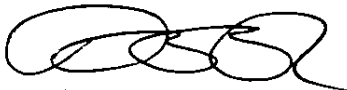
Dear Ms. Dickey:

Enclosed please a newly corrected original Articles of Incorporation for American Foundation for Quality Veterans Care, Inc. and a copy along with a copy of your letter of August 14, 2014.

If you should have any questions please contact me.

Thank you for your assistance.

Very Truly Yours,

A handwritten signature in black ink, appearing to be 'TF Pierson', written in a cursive, stylized manner.

Thomas F. Pierson



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 5, 2014

THOMAS F. PIERSON  
12722 N.W. 16TH CT.  
CORAL SPRINGS, FL 33071

SUBJECT: AMERICAN FOUNDATION FOR QUALITY VETERANS CARE INC.  
Ref. Number: W14000049859

We have received your document for AMERICAN FOUNDATION FOR QUALITY VETERANS CARE INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II  
New Filing Section

Letter Number: 714A00017500

Thomas Pierson  
12722 NW 16<sup>th</sup> Ct.  
Coral Springs, Fl. 33071  
754-224-8329  
[tfpierson@gmail.com](mailto:tfpierson@gmail.com)

September 12, 2014

Ms. Maryanne Dickey  
Regulatory Specialist II  
New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Fl. 332301

Dear Ms. Dickey:

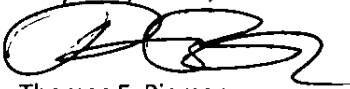
I apologize for my error in understanding the mistake on the Articles of Incorporation, I usually do them electronically and just had blinders on when reading your instructions.

Enclosed is the corrected original with Incorporator street address. I hope that I got it right this time.

Please contact me if you have any questions.

Thank you very much for your patience.

Very Truly Yours,



Thomas F. Pierson

**ARTICLES OF  
INCORPORATION OF  
AMERICAN FOUNDATION FOR QUALITY VETERANS CARE, INC.**

Pursuant to the provisions of Sections 617.1002 and 617.1006 of the Florida Statutes, the undersigned corporation hereby adopts the following Articles of Incorporation.

I. The name of the corporation is:

AMERICAN FOUNDATION FOR QUALITY VETERANS CARE, INC.

249 NW 15th STREET BOCA RATON, FL 33432-55

**ARTICLE I**

**PURPOSES**

The purpose of the Corporation is to receive and maintain personal or real property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary or scientific purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended(1). The activities of the Corporation shall be consistent with Section 501(c)(3), as amended. Specifically, we desire to establish this foundation to provide services to American Veterans who need specialized care in all areas of medicine (including alternative medicine such as stem cell therapy and other modalities that offer potential beneficial outcomes) as may be determined by our governing Board of Directors and medical advisors.

(1.) Unless otherwise noted, all references are to the Internal Revenue Code of 1986, as amended, Title 26 of the United States Code, including corresponding provisions of any subsequent federal tax laws and the regulations promulgated thereunder as they now exist or as they may be hereinafter amended.

In furtherance of the foregoing, the Corporation shall be authorized:

A. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, acquire, own, hold, sell, transfer, mortgage, or otherwise dispose of and deal in real estate, and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership.

B. To receive assistance, money, real or personal property and any other form of gift, contributions, bequest or devise from any person, firm or corporation, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes.

C. To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors, and to pay reasonable compensation for the services of such persons.

D. To distribute, in the manner, form and method and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions or other funds received by it in carrying out charitable, education and scientific programs of the Corporation in furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall continue to be impressed with a trust for such purposes.

E. To contract and be contracted with and to sue and be sued.

F. To invest and reinvest surplus funds in such securities and properties as the Board of Directors may from time to time determine.

G. To adopt and use a corporate seal containing the word "Not For Profit Corporation" if desired and deemed necessary, but this shall not be compulsory unless required by law.

H. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed, and, in general, to have all the rights, privileges and immunities and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes.

I. The entire above and foregoing are to be construed both as objects and powers, and it is expressly provided that the specific objects and powers enumerated herein shall not be held to limit or restrict in any manner the general powers of the Corporation.



J. Each and all of the objects, purposes and powers of the Corporation shall be exercised, construed and limited in their application to accomplish the charitable, educational, literary and scientific purposes for which this Corporation is formed.

## **ARTICLE II**

### **TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of and the affairs of the Corporation shall be managed under the direction of a Board of Directors comprised of not more than three (3) directors, but which may be comprised of any number in excess thereof, as provided in the By-Laws, Directors will be elected by a majority vote of the existing Board of Directors, or as provided in the By-Laws.

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

MARK A. WOOD	249 NW 15th Street Boca Raton, FL 33432-1515

## ARTICLE IV

### REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the Corporation is 249 NW 15th Street, Boca Raton, FL 33432-1515, and the initial registered agent of the Corporation at that address is Mark A. Wood.

## ARTICLE V

### COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. Compensation. A director of the Corporation shall not receive compensation, directly or indirectly, for services as a director. An officer of the Corporation shall not receive compensation, directly or indirectly, for services as an officer unless employed by the Board of Directors as (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a director, officer or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount, not for compensable services rendered in other capacities, and approved for payment in the manner provided by the By-Laws.

B. Indemnification. Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed in connection with any proceeding (including any appeal thereof), or any settlement of any proceeding, to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful malfeasance or malfeasance in the performance of duties; provided that, in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Interest of Directors and Officers in Contracts. Any contract, whether for compensation or otherwise, or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any firm of which one or more of its directors or officers are stockholders or employees or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors or officers are shareholders, members, directors, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director(s) or officer(s) at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known, in writing, to the Board of Directors, and the

Board of Directors shall nevertheless authorize, approve and ratify such contract or transaction by vote of majority of the directors present; such interested director(s) or officer(s) to be counted in determining whether a quorum is present but not be counted in calculating the majority of such quorum to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## ARTICLE VI

### CHARITABLE LIMITATIONS

No part of the net earnings the Corporation shall inure to the benefit of, or be distributable to the members, directors, or officers of the Corporation, or to any other private persons; nor shall the Corporation's assets or earnings be expended for the benefit of anyone other than a recipient of funds for charitable, educational, literary or scientific purposes; it being intended that all such earnings and assets shall be used and expended solely for the purposes stated in Section 501 (c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 any candidate for public office.

In the event the Corporation is characterized as a private foundation within the meaning of Section 509, the Corporation, during the period of such characterization:

- A. Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942;
- B. Shall not engage in any act of self-dealing as defined in Section 4941(d);
- C. Shall not retain any excess business holding as defined in Section 4943(c);
- D. Shall not make any investments in such manner as to subject it to tax under Section 4944; and
- E. Shall not make any taxable expenditure as defined in Section 4945(d).

Notwithstanding any other provision of these Articles, the Corporation shall not carry on activities not permitted to be carried on, (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2).

## **ARTICLE VII**

### **AMENDMENT OF ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended in the following manner: The Board of Directors may amend the Articles of Incorporation by a majority vote of the Board. Said amendment of the Articles of Incorporation shall be adopted by a majority vote of the Directors present and voting at a special meeting called for that purpose, provided notice of the proposed amendment has been forwarded to each Director not less than fifteen (15) or more than thirty (30) days prior to the meeting at which the amendment is to be voted upon.

## **ARTICLE VIII**

### **AMENDMENT OF BY-LAWS**

The power to adopt, alter, amend or repeal the By-Laws of the Corporation shall be vested in the directors, in accordance with the provisions of the By-Laws.

## **ARTICLE IX**

### **DISPOSITION OF ASSETS**

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transfer to such organizations which are exempt under Section 501(c)(3) as are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of 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 the Court shall determine which are organized and operated exclusively for such purposes.

**CERTIFICATE DESIGNATING RESIDENT  
AGENT AND REGISTERED OFFICE**

In accordance with Chapter 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

**DESIGNATION**

AMERICAN FOUNDATION FOR QUALITY VETERANS CARE, INC., desiring to organize under the laws of the State of Florida, hereby designates Mark Wood as its registered agent and 249 NW 15th Street, Boca Raton, FL 33432-1515 as its registered office.

**ACCEPTANCE**

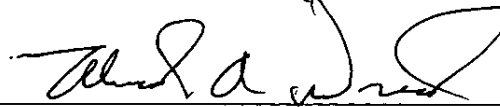
Having been named as registered agent for the above named Corporation, I hereby agree to act in such capacity for such Corporation at its registered office.



Mark A. Wood (Registered Agent)

These Articles were adopted by the Board of Directors on July 30, 2014

AMERICAN FOUNDATION FOR QUALITY VETERANS CARE, INC.

By: 

Mark A. Wood

**INCORPORATOR**



Mark A. Wood

**Address:** 249 NW 15th Street

Boca Raton, Fl. 33432-1515

FILED  
14 SEP 15 PM 4:25  
CLERK OF DISTRICT COURT  
FLORIDA