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FLORIDA PROFIT/NON PROFIT CORPORATION
UPWELLING FOUNDATION, INC.

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**UPWELLING FOUNDATION, INC.
DOCUMENT NUMBER N13000009084**

AFFIDAVIT OF NON-INTENT TO REVOKE DISSOLUTION OF ENTITY

AFFIDAVIT OF ELIZABETH A. OUELLETTE, PRESIDENT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Elizabeth A. Ouellette, who, upon being duly sworn, deposes and says under oath as follows:

1. That Affiant is the President of Upwelling Foundation, Inc. a Florida for Non-Profit Corporation.
2. That simultaneous with the submission of this Affidavit to the Florida Department of State, Division of Corporations, and attached to this Affidavit, are the Articles of Dissolution for Upwelling Foundation, Inc.
3. That upon the dissolution of Upwelling Foundation, Inc., Affiant hereby states, swears and affirms that the dissolution of Upwelling Foundation, Inc. will not be rescinded or revoked.

FURTHER YOUR AFFIANT SAITH NAUGHT!

E. A. Ouellette
Elizabeth A. Ouellette

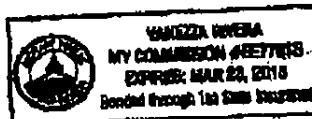
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Elizabeth A. Ouellette to me known to be the individual described in and who executed the foregoing instrument, and who acknowledge before me that he executed the same freely and voluntarily for the purposes therein expressed, and said person [☒] is personally known to the undersigned or [☐] produced the following for identification purposes:

WITNESS my hand and official seal this 23 day of September, 2014.

Vanessa Rivera
Notary Public

Seal:



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**ARTICLES OF INCORPORATION
OF
UPWELLING FOUNDATION, INC.
(a Florida non-profit corporation)**

The undersigned, for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida, does hereby make and adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is: Upwelling Foundation, Inc.

**ARTICLE II
NON-PROFIT**

The Corporation is a nonprofit corporation under the Laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefits of its Directors or Officers, except to the extent permissible under law.

**ARTICLE III
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be 3150 S.W. 38 Avenue, Suite 600B, Coral Gables, Florida 33146 and shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
DURATION**

The period of the duration of this Corporation shall be perpetual.

**ARTICLE V
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States internal revenue law) (collectively the "Code"), to engage in activities relating to such purposes, and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to effect such purposes.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation, exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2), of the Code.

The other purposes are the following:

(1) To conduct medical and surgical research and to provide grants in the field of muscular skeletal research.

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(2) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property, for any of the purposes set forth herein.

(3) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

(4) To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act (the "Act") and any successor or amendment to said Act.

(5) To draw or raise monies for any of the purposes of the Corporation and, from time to time limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts bills of exchange, warrants, bonds, debentures or other negotiable or non-negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyances or assignment in trust of the whole of any part of the property of the Corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the Corporation for its corporate purposes.

(6) To establish one or more offices and to employ such agents or employees as may be deemed necessary or proper to contract and carry on the work of the Corporation and to pay for the services of such persons a reasonable compensation.

(7) To contract and be contracted with, sue and be sued, invest and reinvest the funds of the Corporation, and to do all acts and things requisite, necessary, proper and desirable to carry out and further the purposes for which the Corporation is formed.

ARTICLE VI POWERS AND PROHIBITED TRANSACTIONS

The Corporation shall have all powers conferred upon not-for-profit corporations organized under Chapter 817 of the Florida Statutes and the Act and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purpose.

The Corporation shall not engage in any of the following activities:

(1) The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; provided, however, that this provision shall not apply to activities consisting of carrying on propaganda, or otherwise attempting, to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Code.

(3) No distributions shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(3) of the Code.

(4) If at any time when the Corporation is or becomes a "private foundation" within the meaning of Section 509(a) of the Code and Section 617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

The Corporation shall not engage in any act of self-dealing within the meaning of Section 4941(d) of the Code.

The Corporation shall not retain any excess business holdings within the meaning of Section 4943(c) of the Code.

The Corporation shall not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

The Corporation shall not make any taxable expenditures within the meaning of Section 4945(d) of the Code.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3) nor more than five (5). The names and addresses of the persons who are to serve as the initial Directors of the Corporation are as follows:

Elizabeth Anne Elliot, M.D.
3150 S.W. 38 Avenue, Suite 800B
Coral Gables, Florida 33146

Loren Latta
10150 N.W. 10th Street
Plantation, FL 33322

Anna-Lena Makowski
267 Hallock Hill Road
Keeseville, NY 12844

**ARTICLE VIII
DEDICATION OF ASSETS; DISSOLUTION**

The assets of this Corporation are irrevocably and permanently dedicated to the purposes set forth in Article V. The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Act. In the event of dissolution of the Corporation, no liquidating or other distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefore.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3) of the Code, as determined in the plan to dissolve adopted in the manner set forth in this Article VIII.

(3) Any assets not disposed pursuant to (1) or (2) above shall be disposed of only by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to one or more organizations described in Section 501(c)(3) of the Code, or to a governmental unit referred to in Section 170(c)(1) of the Code, exclusively for such charitable purposes or to such charitable organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

**ARTICLE IX
BYLAWS**

(1) The majority vote of the Board of Directors shall provide such Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as they may deem necessary from time to time, including, but not limited to, provisions for the quorum and voting requirements for meetings and activities of the Board of Directors; provided, however, that such Bylaws shall not conflict with any of the provisions of these Articles of Incorporation.

(2) Upon proper notice, the Bylaws may be amended, altered or rescinded by the majority vote of the Board of Directors who are present at any regular meeting, or any special meeting called for this purpose.

**ARTICLE X
AMENDMENTS**

Upon proper notice, and subject to Florida law, these Articles of Incorporation may be amended, altered, changed or repealed by majority vote of the Board of Directors and all power and authority conferred hereby upon officers and the Board of Directors of the Corporation are granted subject to the further amendment of these Articles of Incorporation.

**ARTICLE XI
NO MEMBERS**

This Corporation shall have no members.

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**ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the Corporation is 1515 University Drive, Suite 201, Coral Springs, Florida 33071 and the initial Registered Agent at such address is Harold E. Kaplan, Esq.

**ARTICLE XIII
INCORPORATOR**

The name and address of the sole incorporator of the Corporation is Elizabeth Anne Elliot, M.D., 3150 S.W. 38 Avenue, Suite 600B, Coral Gables, Florida 33146.

**ARTICLE XIV
INDEMNIFICATION**

The Corporation shall indemnify its officers, directors, employees and agents to the full extent permitted by the Act, provided, however that no such indemnification shall be permitted if such indemnification would violate the purposes of the Corporation as specified in Article V herein or would be inconsistent with the provisions of Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 13 day of October 2014.

Elizabeth Anne Elliot
Elizabeth Anne Elliot, M.D.,
Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.

Harold E. Kaplan
Harold E. Kaplan, Registered Agent

Dated: October 13, 2014

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