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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ETHICAL PRAGMATISM INSTITUTE, INC.**

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Help

**ETHICAL PRAGMATISM INSTITUTE, Inc.**  
A Florida Non-profit Public Benefit Corporation in compliance with Chapter 617, F.S.

**ARTICLES OF  
INCORPORATION**

**ARTICLE I  
NAME**

**1.01 Name**

The name of this corporation shall be **ETHICAL PRAGMATISM INSTITUTE, Inc.**  
The business of the corporation may be conducted as **ETHICAL PRAGMATISM INSTITUTE, Inc.**, the **ETHICAL PRAGMATISM INSTITUTE, Inc.** or any other lawful name permitted by the directors consistent with these articles.

**ARTICLE II  
DURATION**

**2.01 Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

**3.01 Purpose**

**ETHICAL PRAGMATISM INSTITUTE, Inc.** is a non-profit corporation that shall operate exclusively for educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The corporation shall foster the advancement of education and science for the betterment of human existence through the application of principles consistent with the philosophy of Ethical Pragmatism and other humanitarian principles seeking the means to achieve the greatest good for the greatest number of human beings worldwide, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or such other similar rules and laws that hereinafter may apply.

**3.02 Public Benefit**

**ETHICAL PRAGMATISM INSTITUTE, Inc.** is designated as a public benefit corporation.

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#### **ARTICLE IV**

#### **NON-PROFIT NATURE**

##### **4.01 Non-profit Nature**

**ETHICAL PRAGMATISM INSTITUTE, Inc.** is organized exclusively for charitable, scientific and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of **ETHICAL PRAGMATISM INSTITUTE, Inc.** 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**ETHICAL PRAGMATISM INSTITUTE, Inc.** is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

##### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of **ETHICAL PRAGMATISM INSTITUTE, Inc.** of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

##### **4.03 Dissolution**

Upon termination or dissolution of **ETHICAL PRAGMATISM INSTITUTE, Inc.**, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or

dissolving corporation such as an organization devoted to world peace or the searching for a cure for disease such as American Cancer Society.

The organization to receive the assets of **ETHICAL PRAGMATISM INSTITUTE, Inc.** hereunder shall be selected by the discretion of a majority of the managing body of **ETHICAL PRAGMATISM INSTITUTE, Inc.** and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against **ETHICAL PRAGMATISM INSTITUTE, Inc.** by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed.

#### **4.04 Prohibited Distributions**

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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 V** **BOARD OF DIRECTORS/OFFICERS**

#### **5.01 Governance**

**ETHICAL PRAGMATISM INSTITUTE, Inc.** shall be governed by its board of directors in accordance with the corporation Bylaws and shall have such officers as required by, and in accordance with the terms of, the Bylaws of the corporation.

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## **5.02 Initial Directors/Officers**

The initial directors and, where indicated, officers of the corporation shall be:

E. Dennis Brod (President), 50 Alhambra Circle, Suite 106, Coral Gables, FL 33134  
Dr. Melvin Rappaport (Secretary/Treasurer), 12735 SW 77<sup>th</sup> Court, Miami, FL 33156  
Paul David Bodin, 235 Crandon Boulevard, Suite 3, Key Biscayne, FL 33149  
Lewis J. Mertz, 6291 Bird Road, Miami, FL 33155  
Murray Freeman, 1800 NE 114<sup>th</sup> Street, #2106, North Miami, FL 33181

## **ARTICLE VI** **MEMBERSHIP**

### **6.01 Membership**

**ETHICAL PRAGMATISM INSTITUTE, Inc.** shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII** **AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII** **ADDRESSES OF THE CORPORATION**

### **8.01 Corporate Address**

Both the principal address and mailing address of the corporation shall be:

**ETHICAL PRAGMATISM INSTITUTE, Inc.**  
50 Alhambra Circle  
Suite 106  
Coral Gables, Florida 33134

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**ARTICLE IX**  
**APPOINTMENT OF REGISTERED AGENT**

**9.01 Registered Agent**

The registered agent of the corporation shall be:

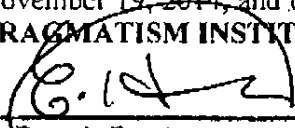
**E. Dennis Brod, 50 Alhambra Circle, Suite 106, Coral Gables, Florida 33134**

**ARTICLE X**  
**INCORPORATOR**

The incorporator of the corporation is: **E. Dennis Brod, 50 Alhambra Circle, Suite 106, Coral Gables, Florida 33134.**

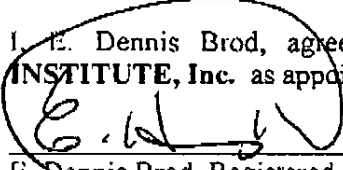
**CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION**

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of **ETHICAL PRAGMATISM INSTITUTE, Inc.** were approved by the board of directors on November 19, 2014, and constitute a complete copy of Articles of Incorporation of **ETHICAL PRAGMATISM INSTITUTE, Inc.**

  
\_\_\_\_\_  
**E. Dennis Brod,**  
**50 Alhambra Circle, Suite 106,**  
**Coral Gables, Florida 33134**

**ACKNOWLEDGMENT OF CONSENT**  
**TO APPOINTMENT AS REGISTERED AGENT**

I, **E. Dennis Brod,** agree to be the registered agent for **ETHICAL PRAGMATISM INSTITUTE, Inc.** as appointed herein.

  
\_\_\_\_\_  
**E. Dennis Brod, Registered Agent**

Date: November 19, 2014.