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FLORIDA PROFIT/NON PROFIT CORPORATION
The Janet Faraci Lee Leadership Development Fund, Inc.

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**ARTICLES OF INCORPORATION
OF**

THE JANET FARACI LEE LEADERSHIP DEVELOPMENT FUND, INC.

(A corporation not-for-profit organized under the laws of the State of Florida)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME PRIMARY ADDRESS**

The name of the corporation shall be the **THE JANET FARACI LEE LEADERSHIP DEVELOPMENT FUND, INC.**, which is hereinafter referred to as (the "Corporation"). The primary address of the Corporation shall be c/o Mary B. Nys, 19392 County Club Drive, Tequesta, FL 33469.

**ARTICLE II
PURPOSES AND POWERS**

The objects and purposes of the Corporation are to honor the memory of Janet Faraci Lee, D.M.D. by establishing a leadership development fund to be administered by the Corporation as an I.R.C. 501(c)(3) non-profit entity. It is the intent that the Corporation shall grant scholarships or stipends to dental students in order that they may attend state and national dental meetings, thus enhancing their professional development as well as professional organizations sponsoring such events. The foregoing statement of intent shall not, however, limit the Board of Directors from the distribution of funds for other uses in furthering the professional development of dental students.

The Corporation is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any individual person, firm or corporation.

The Corporation shall have all other powers of a Florida corporation not-for-profit.

**ARTICLE III
MEMBERS**

Section 1. **No Membership.** The corporation shall have no members entitled to vote but, rather, shall be governed solely by its Board of Directors.

**ARTICLE IV
CORPORATE EXISTENCE**

The Corporation shall commence its existence with the filing of these Articles of Incorporation with the Florida Secretary of State and shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another corporation or public agency having a similar purpose which complies with the requirements of the United

Stated Internal Revenue Service for non-profit foundations or distributed as scholarships/stipends as provided above, subject to the payment of costs related to dissolution.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Corporation, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
John P. Faraci, M.D.	7337 E. Laredo Lane Scottsdale, AZ 85250
Mary B. Nys	19392 County Club Dr. Tequesta, FL 33469
Megan P. Lee	3550 Creekwood Dr., Apt. 9 Lexington, KY 40502

Section 3. Election of Members of Board of Directors. If a director then in office shall for any reason cease to be a director, or if the Board of Directors expands its number thereby creating a vacancy or vacancies, the remaining directors shall elect a successor(s) or new director to fill the vacancy.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Corporation, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the

election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Corporation. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Corporation, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
<u>President:</u>	
John P. Faraci, M.D.	7337 E. Laredo Lane Scottsdale, AZ 85250
<u>Vice-President:</u>	
Mary B. Nys	19392 County Club Dr. Tequesta, FL 33469
<u>Secretary-Treasurer:</u>	
Megan P. Lee	3550 Creekwood Dr., Apt. 9 Lexington, KY 40502

ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

ARTICLE VIII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors by a majority vote hereof.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control, and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of this Corporation is:

Address

Charles W. Edgar, III

Cherry, Edgar & Smith, P.A.
8409 North Military Trail, Suite 123
Palm Beach Gardens, FL 33410

ARTICLE X
INDEMNIFICATION

Section 1. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (i) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (ii) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

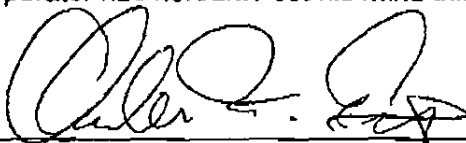
Section 4. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

ARTICLE XII
REGISTERED AGENT

Until changed, **CHARLES W. EDGAR, III, ESQ.**, shall be the registered agent of the Corporation and the registered office shall be at 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410.

IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 27th day of February, 2015.



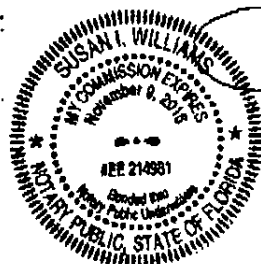
CHARLES W. EDGAR, III

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27th day of February, 2015, by Charles W. Edgar, III, who is personally known to me and who did not take an oath.

My Commission Expires:





Notary Public State of Florida

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

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Palm Beach Gardens, County of Palm Beach, State of Florida, the corporation named in said Articles has named Charles W. Edgar, III, Esq. located at Cherry, Edgar & Smith, P.A., 8409 North Military Trail, Suite 123, Palm Beach Gardens, FL 33410, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


REGISTERED AGENT

Dated this 27th day of February 2015.

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TALLAHASSEE, FLORIDA