

N15000003842

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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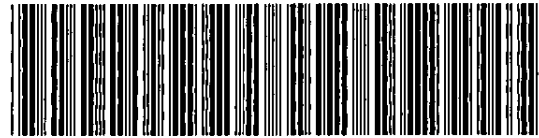
(Business Entity Name)

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STATE  
DEPARTMENT OF  
REVENUE  
TALLAHASSEE, FLORIDA

15 APR 16 AM 8:30

RECEIVED  
DEPARTMENT OF STATE  
15 APR 16 PM 1:51

MD 4/17

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 592095 4326120

AUTHORIZATION :

*Lydia Cohen*

COST LIMIT : \$ 78.75

15 APR 16 AM 8:30  
FBI - TAMPA

ORDER DATE : April 16, 2015

ORDER TIME : 1:06 PM

ORDER NO. : 592095-005

CUSTOMER NO: 4326120

DOMESTIC FILING

NAME: PROMISE HEALTHCARE  
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen - EXT. 62974

EXAMINER'S INITIALS: \_\_\_\_\_

March 24, 2015

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

**SUBJECT:** Promise Healthcare 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:** John W. Dubbs III  
Name (Printed or typed)

222 North LaSalle Street, Suite 300  
Address

Chicago, Illinois 60601  
City, State & Zip

312/704-3075  
Daytime Telephone number

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

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

## ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not For Profit)

### ARTICLE I NAME

The name of the corporation shall be: Promise Healthcare Foundation, Inc.

### ARTICLE II PRINCIPAL OFFICE

Principal street address:

Mailing address, if different is:

999 Yamato Road

3<sup>rd</sup> Floor

Boca Raton, FL 33431

### ARTICLE III PURPOSE

The purpose for which the corporation is organized is: exclusively charitable, educational and scientific within the meaning of Sec. 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law; to solicit and receive gifts, grants and contributions and to support charitable, educational and scientific programs and activities through expenditure of such funds received.

### ARTICLE IV MANNER OF ELECTION The manner in which the directors are elected and appointed:

The method of election of directors shall be stated in the Corporation's Bylaws.

### ARTICLE V INITIAL DIRECTORS

Name and Title: Richard Gold, Director

Address 999 Yamato Road, 3<sup>rd</sup> Floor

Boca Raton, FL 33431

Name and Title: Douglas Mummaw, Director

Address 999 Yamato Road, 3<sup>rd</sup> Floor

Boca Raton, FL 33431

Name and Title: James Hopwood, Director

Address 999 Yamato Road, 3<sup>rd</sup> Floor

Boca Raton, FL 33431

Name and Title: Neil Saffer, Director

Address 999 Yamato Road, 3<sup>rd</sup> Floor

Boca Raton, FL 33431

Name and Title: David Armstrong, Director

Address 999 Yamato Road, 3<sup>rd</sup> Floor

Boca Raton, FL 33431

Name and Title: \_\_\_\_\_

Address \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box NOT acceptable) for the registered agent is:

Name: Corporation Service Company  
Address: 1201 Hays Street  
Tallahassee, FL 32301

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: David Armstrong  
Address: 999 Yamato Road, 3<sup>rd</sup> Floor  
Boca Raton, FL 33431

**ARTICLE VIII MEMBER**

The sole Member of the Corporation shall be Promise Healthcare, Inc.

**ARTICLE IX POWERS RESERVED TO THE MEMBER**

In addition to the rights and powers accorded the Member under the Florida Not For Profit Corporation Act, these Articles of Incorporation and the Bylaws, the following actions (the "Reserve Powers") shall be authorized only by a vote of the Member of the Corporation.

- (a) To amend the Articles of Incorporation or the Bylaws of the Corporation in accordance with applicable law;
- (b) To merge, consolidate, dissolve or otherwise change the corporate structure of the Corporation;
- (c) To dispose of all or substantially all of the assets of the Corporation;
- (d) To elect the members of the Board; and
- (e) To remove the members of the Board, with or without cause.

**ARTICLE X ACTIVITIES**

No part of the net earnings of the Corporation shall inure to the benefit of any private individual; no part of the income of the Corporation shall be distributed to its directors or officers; provided, however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of or against any candidate for public office.

The Corporation shall possess all powers which a corporation organized under the Florida Not For Profit Corporation Act, as the same from time to time may be amended, may possess, including the power to use, distribute, contribute, expend, donate, apply and appropriate all of its property and assets, and all proceeds and avails thereof, and income and profit derived therefrom, exclusively for scientific, educational or charitable purposes; provided, however, the Corporation shall not engage in any business which would disqualify it from being exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986,

as amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law, as an organization described in Section 501(c)(3) of the Code.

Notwithstanding any other provisions of these Bylaws, no assets of the Corporation shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Corporation from being exempt from taxation as an organization described in Section 501(c)(3) of the Code.

#### ARTICLE XI DISSOLUTION

In the event of the dissolution or liquidation of the Corporation, and after payment of its just debts and liabilities, all remaining assets shall be distributed to such organization or organizations as the Board of Directors may determine are organized and operated exclusively for charitable, educational or scientific purposes and shall at the time qualify as an exempt organization or organizations under Sec. 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law.

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

#### **CORPORATION SERVICE COMPANY, Registered Agent**

By: Amanda Stone

04/16/2015

Date

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

By: David Armstrong  
David Armstrong, Incorporator

4/1/2015

Date