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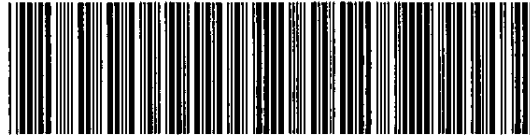
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07/09/15

COVER LETTER

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

SUBJECT: Restoring Heroes Foundation, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

<input type="checkbox"/>	\$70.00	<input type="checkbox"/>	\$78.75	<input type="checkbox"/>	\$78.75	<input checked="" type="checkbox"/>	\$87.50
	Filing Fee		Filing Fee & Certificate of Status		Filing Fee & Certified Copy		Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: John E. Tuthill
3300 49th Street North
St. Petersburg, Florida 33710
(727) 572-4444
RestoringHeroesFoundation@gmail.com

Note: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION

Of

Restoring Heroes Foundation, Inc.

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ARTICLE I – NAME

- 1.01 The name of the not – for profit organization shall be **Restoring Heroes Foundation, Inc.** This is a non-stock, perpetually existing corporation pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE II – PRINCIPAL OFFICE

- 2.01 The principal place of business shall be 3300 49th Street North, St. Petersburg, Florida 33710.
- 2.02 The mailing address for the business shall be 7800 SW 87th Avenue, Suite B200 Miami, Florida 33173

ARTICLE III – PURPOSE

- 3.01 The **Restoring Heroes Foundation** is organized exclusively for charitable purposes as a 501 (c) (3) non-profit corporation with the purpose of providing access to state of the art treatment and other services for wounded, ill and injured American Military Soldiers, their families and from time to time other public servants, (Heroes). The treatment is intended for but not limited to Traumatic Scar, Amputation and Burn injuries, and Restorative Skin Care.
- 3.02 The Foundation has a Board of Directors, Executive Director and staff who provide case coordination and fundraising efforts. Headquarters will be in St. Petersburg, Florida with branches planned across the United States.

- 3.03 The Foundation will provide assistance after receiving a referral primarily from the Military. The purpose of the Foundation is to develop, implement, and integrate a regimen (a protocol of skin care and treatment for burns and scar trauma within the DoD and VA healthcare systems for wounded warriors, ill and injured active duty and retired service members and their families, and veterans). This project, called Restoring Heroes, will provide continuity of care and give state of the art care to wounded warriors throughout the United States.
- 3.04 The Foundation will utilize its resources to access services that may include leading edge research in such areas as plastic surgery, dermatology, wound care, prosthetics, robotics, transplantation, psychiatry, and physical therapy. Financial support and case management services will be provided to include but not be limited to: treatment communication, transportation, and temporary housing for families of service members receiving treatment. Case managers will assist these Heroes in the application for comprehensive services and on-going treatment.
- 3.05 Along with service coordination the foundation will be fundraising. A national multi-media campaign will be used to raise funds to provide services at no cost to these Heroes or their family members. The goal of the Foundation will be to support the physical, emotional and financial restoration of our Heroes.
- 3.06 The Restoring Heroes Foundation anticipates extensive cooperation efforts with the Military, service agencies and private organizations.

ARTICLE IV – LIMITATIONS ON ACTIVITIES

- 4.01 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other – private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director, or officer of the Corporation, or any other private individual,

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shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

- 4.02 The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.
- 4.03 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Code or by an organization contributes to which are deductible by the donor under Section 170 (c) (2) of the Code.

ARTICLE V – DISSOLUTION

- 5.01 Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c) (3) and 170 (c) (2) of the Code, and which provide to or for Veterans and Active Duty personnel in the State of Florida. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

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ARTICLE VI – MEMBERSHIP

- 6.01 The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by a majority vote from time to time elect.
- 6.02 The qualifications for membership, the manner of admission to membership shall be governed and regulated by the Bylaws of the Corporation. The Bylaws may also provide for additional classes of Members.

ARTICLE VII – DIRECTORS

- 7.01 The name and address of the Directors are:

Carol Novak
6364 S. Atlantic Avenue
New Smyrna Beach, FL 32169

Lt.Gen. Martin Steele, USMC Ret.
16331 Ashington Park Drive
Tampa, FL 33647

Andrew Ryan Waibel
7800 SW 87th Avenue
Suite B200
Miami, Florida 33173

L. David Waibel
7800 SW 87th Avenue
Suite B200
Miami, Florida 33173

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ARTICLE VIII – INITIAL OFFICERS

8.01 **TBD**

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INCORPORATION

ARTICLE IX – INITIAL REGISTERED AGENT

9.01 The name and address of the initial registered agent for the corporation is:

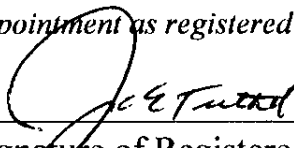
John E. Tuthill, 3300 49th Street North, St. Petersburg, Florida 33710

ARTICLE X – INCORPORATORS

10.01 The name and address of the Incorporators are:

John E. Tuthill, 3300 49th Street North, St. Petersburg, Florida 33710

Having been named as registered agent to accept service of process for the above stated non-for-profit 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.



Signature of Registered Agent

30 June 2015

Date



Signature of Incorporator

30 June 2015

Date