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## COVER LETTER

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

**SUBJECT:** A Euphoric Living Foundation, Inc., a Florida not-for-profit corporation

**(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:** Jill Ciccarelli Rapps c/o Absolute Physical Therapy  
\_\_\_\_\_  
Name (Printed or typed)

9401 Fountain Medical Court, Suite D101  
\_\_\_\_\_  
Address

Bonita Springs, FL 34135  
\_\_\_\_\_  
City, State & Zip

(239) 784-8001  
\_\_\_\_\_  
Daytime Telephone number

jill@cas-naplesfl.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**  
**OF**  
**A EUPHORIC LIVING FOUNDATION, INC.**

**(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I**  
**CORPORATE NAME AND ADDRESS**

The name of the Corporation is A Euphoric Living Foundation, Inc., with its principal office located at c/o Absolute Physical Therapy, Attn: Gaynell Anderson, 9401 Fountain Medical Court, Suite D101, Bonita Springs, FL 34135. The mailing address of the Corporation is the same as the principal office. The Board of Directors may from time to time move the principal office of the Corporation to any other address in Florida.

**ARTICLE II**  
**PURPOSE AND NATURE OF CORPORATION**

The purpose of the Corporation is exclusively for charitable, religious, educational, and scientific 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 of 1986, as subsequently amended (the "Internal Revenue Code"), or the corresponding section of any future federal tax code.

**ARTICLE III**  
**POWERS**

The Corporation shall have the power, either directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt functions of charitable organizations set forth in Section 501(c)(3) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time, or the corresponding section of any future federal tax code.

**ARTICLE IV**  
**MEMBERSHIP**

To the extent set forth in the Bylaws, the Corporation may have one or more classes of members. If any such membership classes are created, the members will be admitted and have such rights and privileges as set forth in the Bylaws.

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ARTICLE V  
TERM OF EXISTENCE

The Corporation shall have perpetual existence unless otherwise dissolved in accordance with these Articles or the Corporation's Bylaws.

ARTICLE VI  
DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be appointed or elected pursuant to the Bylaws of the Corporation. The number of directors shall be fixed as set forth in the Bylaws, but shall never be an even number or less than three (3). The initial members of the Board of Directors, and their respective officer positions (if any), shall be:

Gaynell Anderson  
c/o Absolute Physical Therapy  
9401 Fountain Medical Court Suite D101  
Bonita Springs, Florida 34135

Jill Ciccarelli Rapps  
c/o Absolute Physical Therapy  
9401 Fountain Medical Court Suite D101  
Bonita Springs, Florida 34135

Tiffany Clementi Hammes  
c/o Absolute Physical Therapy  
9401 Fountain Medical Court Suite D101  
Bonita Springs, Florida 34135

ARTICLE VII  
OFFICERS

The officers of the Corporation shall be elected annually by the Board of Directors as set forth in the Bylaws of the Corporation.

ARTICLE VIII  
REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is c/o Absolute Physical Therapy, 9401 Fountain Medical Court, Suite D101, Bonita Springs, FL 34135, and the name of the registered agent at such address is Deborah Clementi.

ARTICLE IX  
BYLAWS

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, the Bylaws may be amended, altered, or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose in accordance with the Bylaws of the Corporation.

ARTICLE X  
AMENDMENTS

Amendments to these Articles may be proposed by any member of the Board of Directors and approved by an affirmative vote of not less than two-thirds (2/3) of a quorum of the Board of Directors present at a

meeting of the Board of Directors duly called for that purpose in accordance with the Bylaws of the Corporation.

ARTICLE XI  
LIMITATIONS ON ACTIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members (if any), 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 these Articles. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (ii) 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 XII  
DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his/her hand and seal, this 16 day of November, 2015.

By: 

Jill Ciccarelli Rapps, Incorporator

9401 Fountain Medical Court  
Suite D101

Bonita Springs, FL 34135

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby certify I am familiar with and accept the designation to act in this capacity, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: November 16, 2015.



Deborah Clementi, Registered Agent

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DIVISION OF CORPORATIONS  
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