

Florida Department of State
Division of Corporations
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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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FLORIDA PROFIT/NON PROFIT CORPORATION
Miami Foundation for Science and Medicine

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December 29, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

RICHARD & ASSOCIATES, PA.

SUBJECT: MIAMI FOUNDATION FOR SCIENCE AND MEDICINE
REF: W15000082596

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

FAX Aud. #: H15000304689
Letter Number: 315A00027022

P.O BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION**OF****MIAMI FOUNDATION FOR SCIENCE AND MEDICINE INC.**

THE UNDERSIGNED, acting as incorporator of a not-for-profit corporation, pursuant to Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I**NAME**

The name of the corporation shall be:

MIAMI FOUNDATION FOR SCIENCE AND MEDICINE INC.

ARTICLE II**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business of this corporation shall be:

2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

The mailing address of this corporation shall be:

2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE III**PURPOSE(S)**

The general purpose for which the Corporation is formed is to operate exclusively for such educational, scientific, and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws. The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statement or otherwise) in any political campaign on behalf of any candidate for public office.

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The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be set forth in the By-laws of the corporation.

ARTICLE V

INITIAL DIRECTORS

The names and street addresses of the initial directors are as follows:

Arthur Desrosiers III
2665 South Bayshore Drive, Suite 703
Miami Florida 33133

Christine L. Neipert
2665 South Bayshore Drive, Suite 703
Miami Florida 33133

Nicolas T. Bakios III
2665 South Bayshore Drive, Suite 703
Miami Florida 33133

ARTICLE VI**POWERS**

The corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

ARTICLE VII**DISSOLUTION**

Upon dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation or corporation which is organized exclusively for charitable purposes and which has secured a tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE VIII**MEMBERS**

The Corporation will have members. The bylaws of the Corporation contain provisions relating to the qualification for membership, the rights of members, and other such matters.

ARTICLE IX**INCORPORATOR**

The name and street address of the incorporator for these Articles of Incorporation is:

Ricardo Ganitsky
2665 South Bayshore Drive
Suite 703
Miami, FL 33133

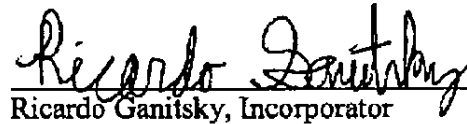
ARTICLE X**REGISTERED AGENT AND STREET ADDRESS**

The name and the street address of the registered agent is:

World Corporate Services, Inc.
2665 South Bayshore Drive
Suite 703
Miami, FL 33133

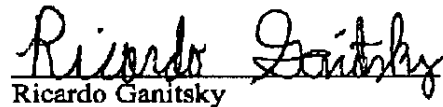
The undersigned incorporator has executed these Articles of Incorporation this 28th day

of December, 2015.


Ricardo Ganitsky, Incorporator

INCORPORATOR

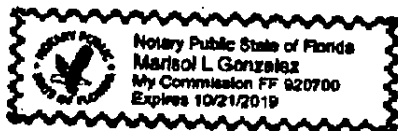
IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 28th day of December, 2015.


Ricardo Ganitsky

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Ricardo Ganitsky, who is well known to me to be the person described in and who executes these Articles of Incorporation as Incorporator, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 28 day of December, 2015.



My Commission Expires:


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of and designation as, registered agent for service of process within the State of Florida of MIAMI FOUNDATION FOR SCIENCE AND MEDICINE INC. named in the Articles of Incorporation hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article X of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this Statement

to be signed on this 29th day of December 2015.



Elena Diaz, Vice President
World Corporate Services, Inc.

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