

Mar 14, 2016 11:49 AM

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FLORIDA ALLIANCE FOR RECOVERY, INC.**

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16 MAR 14 PM 2:00

**STATE OF FLORIDA  
NON-PROFIT CORPORATION  
ARTICLES OF INCORPORATION  
OF  
FLORIDA ALLIANCE FOR RECOVERY, INC.**

The undersigned acting as incorporators of a corporation under Chapter 617, Florida Statutes, as amended (the "Act"), adopt the following Articles of Incorporation for such corporation:

**FIRST: Name.** The name of the corporation is FLORIDA ALLIANCE FOR RECOVERY, INC.

**SECOND: Principal Office.** The mailing address and street address of the principal office of the Company is:

123 NW 13<sup>th</sup> Street  
Suite 212  
Boca Raton, FL 33421

**THIRD: Duration.** The period of its duration is perpetual.

**FOURTH: Purpose.** The Corporation is organized and shall be operated exclusively as a non-profit business league within the meaning of Section 501(c)(6) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: improving the quality of addiction treatment and recovery oriented systems of care by improving business conditions within the recovery industry.

**FIFTH: Exempt Status.** Provisions for the regulation of the internal affairs of the corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The affairs and business of the corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the corporation.

(c) Without in any way limiting the foregoing, the corporation shall have those powers granted by the Act.

(d) No part of the assets of the corporation and no part of any net earnings of the corporation shall be divided among or inure to the benefit of any member, officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the corporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code.

(e) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: Initial Directors. The names and addresses of the initial directors are:

Dr. Paul Ahr	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
John Lehman	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
George Jahn	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Jill Gran	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Stephen Cooke	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Drew Rothermel	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Michael Walsh	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Michael Lobert	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Tom Griffin	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Jeff Bowers	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421

Andrew Burki	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Vivian Demille	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Allyson Chambers	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Will Atkinson	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Brad Sorte	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Matt Cohen	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Katrin O'Leary	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Richard Riccardi	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421
Tony Allerton	123 NW 13 <sup>th</sup> Street # 212 Boca Raton, FL 33421

SEVENTH: Registered Agent. The name and Florida street address of the registered agent is:

Haile, Shaw & Pfaffenberger, P.A.  
660 U.S. Highway One - Third Floor  
North Palm Beach, FL 33408

EIGHTH: Incorporator. The name and address of the incorporator to these Articles of Incorporation is:

Haile, Shaw & Pfaffenberger, P.A.  
660 U.S. Highway One - Third Floor  
North Palm Beach, FL 33408

NINTH: Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a member, director, advisor, trustee or officer of the corporation, (b) who is or was an agent or employee of the corporation

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and as to whom the corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the corporation as its representative in the position of a member, director, advisor, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and to whom the corporation has agreed to grant such indemnity hereunder, shall be indemnified by the corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against fines, liabilities, settlements, losses, damages, costs and expenses, including attorney fees, asserted against him or her or incurred by him or her in his or her capacity as such member, director, advisor, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the corporation would have the legal power to directly indemnify him or her against such liability.

Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in paragraph 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors and advisors of the corporation, shall be paid) by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each director, advisor and officer and employee of the corporation to the fullest extent permitted by all portions of this Article that have not been invalidated and to the fullest extent permitted by law.

*Having been named as registered agent and 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.*

HAILE, SHAW &amp; PFAFFENBERGER, P.A.

By:

  
Philip M. DiComo, Esq.

Date: March 14, 2016


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*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.*

HAILE, SHAW & PFAFFENBERGER, P.A.

By:   
Philip M. DiComo, Esq.

Date: March 14, 2016