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## COVER LETTER

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

**SUBJECT:** Domestication of Foreign Corporation

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

**FEES:**

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

**OPTIONAL:**

Certificate of Status	\$ 8.75
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Robert Rivas

Name (printed or typed)

660 E. Jefferson St., Suite 102

Address

Tallahassee, FL 32301

City, State & Zip

(850) 412-0306

Daytime Telephone Number

rrivas@ssclawfirm.com

E-mail address: (to be used for future annual report notification)

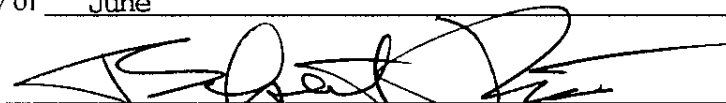
**NOT FOR PROFIT  
CERTIFICATE OF DOMESTICATION**

The undersigned, Robert Rivas, General Counsel  
(Name) (Title)  
of Final Exit Network, Inc. a foreign Corporation  
(Corporation Name)  
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was August 26, 2004.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Georgia.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Final Exit Network, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Final Exit Network, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Florida
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Robert Rivas, of Final Exit Network, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 7th day of June, 2016.

  
(Authorized Signature)

<b>Filing Fee:</b>	
Certificate of Domestication	<b>\$50.00</b>
Articles of Incorporation and Certified Copy	<b>\$78.75</b>
Total to domesticate and file	<b>\$128.75</b>

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TALLAHASSEE, FLORIDA

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# ARTICLES OF INCORPORATION

OF

FINAL EXIT NETWORK, INC.

## ONE

The name of this Corporation shall be FINAL EXIT NETWORK, INC.  
(the "Corporation").

## TWO

The Corporation shall have perpetual duration.

## THREE

(a) The Corporation is organized as a nonprofit corporation pursuant to the provisions of the Florida Not for Profit Corporation Act. The Corporation will have members. It is organized and shall at all times be operated exclusively for charitable and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including but not limited to public education with respect to aging and the terminal condition and the provision of counsel and support to terminally ill individuals. In furtherance of such purposes, the Corporation shall have full power and authority:

- (i) To expend the Corporation's funds and to make distributions in furtherance of the Corporation's charitable and educational purposes;
- (ii) To receive and accept property, whether real, personal, or mixed by way of gift, bequest or devise, from any person, firm, trust, or corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Corporation, as the same may be amended from time to time, and

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(iii) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, as determined by the Board of Directors, to carry out any of the purposes of the Corporation set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act (subject, however, to the limitations of Section 501(c)(3) of the Code).

(b) The Corporation shall serve only such purposes and functions and shall engage only in activities which are consonant with the purposes set forth in this Article Three, which are exclusively charitable and educational, and which are entitled to charitable and educational status under Section 501(c)(3) of the Code.

#### **FOUR**

The Corporation is not organized and shall not be operated for pecuniary gain or profit.

(a) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer or Director of the Corporation or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes set forth in Article Three.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office (including the publication or distribution of statements).

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(c) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code.

(d) It is intended that the Corporation shall have and continue to have the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the By-laws of the Corporation and all authority and operations of the Corporation shall be construed, applied, and carried out in accordance with such intent.

## FIVE

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(c) The Corporation shall not retain any excess holdings as defined in Section 4943(c) of the Code.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

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(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

## SIX

The Board of Directors shall have general charge of the affairs and any property and assets of the Corporation. It shall be the duty of the Board of Directors to carry out the purposes and functions of the Corporation. Members of the Board of Directors shall be elected or appointed in accordance with the By-laws of the Corporation and shall have the powers and duties set forth in these Articles of Incorporation and in the By-laws, to the extent that such powers and duties are not inconsistent with the status of the Corporation as a nonprofit corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code.

## SEVEN

The initial Board of Directors of the Corporation shall consist of five members, whose names and addresses are set forth below. Each member of the initial Board of Directors shall serve as a Director until his or her successor has been elected and has qualified:

<u>NAME</u>	<u>ADDRESS</u>
Janis Landis, MA	6828 Exeter Street Forest Hills, NY 11375
Wendell Stephenson, Ph.D.	1581 W. Escalon Avenue Fresno, CA 93711
Judy Snyderman, MBA	c/o Capitol Lakes Apt. 211 333 W. Main Madison, WI 53703
Tom Tuxill, MD	1000 High Street, #302 Bellingham, WA 98225

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Lee Vizer, MA

1001 City Avenue, #EE1120  
Wynnewood, PA 19096

**EIGHT**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing such assets to an organization or organizations, to be determined by the Board of Directors, which are organized and operated exclusively for public charitable and educational uses and purposes, and which at such time qualify as exempt from taxation under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Corporation is then located. Such disposition shall be made for the foregoing purposes to an organization or organizations which are organized and operated exclusively for such charitable and educational uses and purposes.

**NINE**

The initial registered office of the Corporation shall be c/o Robert Rivas, Sachs Sax Caplan, P.L., 660 E. Jefferson Street, Suite 102, Tallahassee, Florida 32301. The initial registered agent of the Corporation at such address shall be Robert Rivas.

**TEN**

The mailing address of the initial principal office of the Corporation is c/o Robert Rivas, Sachs Sax Caplan, P.L., 660 E. Jefferson Street, Suite 102, Tallahassee, Florida 32301.

**ELEVEN**

For purposes of these Articles of Incorporation, the term "charitable and educational" shall include charitable, religious, educational, literary, or scientific purposes within the meaning of

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Section 501(c)(3) of the Code, contributions for which are deductible under section 170(c)(2) of the Code. All reference in these Articles of Incorporation to sections of the Code shall be considered references to the Internal Revenue Code of 1986, as it may from time to time be amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all regulations issued under such sections and provisions.

## TWELVE

(a) A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of duty of care or other duty as a Director, except for liability (i) for any appropriation in violation of his or her duties of any business opportunity of the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which such Director derived an improper personal benefit.

(b) Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director of the Corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification.

(c) If the Florida Not for Profit Corporation Act or the Florida Business Corporation Code, as the case may be, is hereafter amended to authorize the further elimination or limitation of the liability of Directors, then the liability of a Director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida Not for Profit Corporation Act or the amended Florida Business Corporation Code, as the case may be.

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(d) In the event that any of the provisions of this Article (including any provision within a single sentence) are held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

**THIRTEEN**

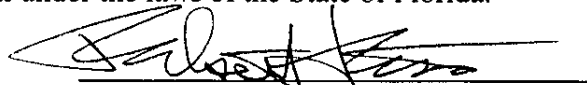
The name and street address of the incorporator is as follows:

Robert Rivas  
Sachs Sax Caplan PL  
660 E. Jefferson Street, Suite 102  
Tallahassee, Florida 32301

**FOURTEEN**


These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all Directors then in office.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 12TH day of May, 2016, for the purposes of forming this Not For Profit Corporation under the laws of the State of Florida.

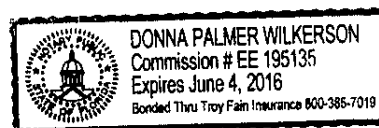
  
Robert Rivas, Incorporator

STATE OF )  
 ) ss:  
COUNTY OF )

The foregoing instrument was acknowledged before me this 12TH day of May, 2016, by Robert Rivas, who is personally known to me or has produced \_\_\_\_\_ as identification.

  
Notary Public

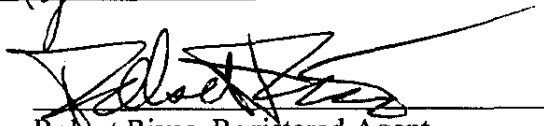
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Having been named to accept service of process for Final Exit Network, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent for said Corporation.

DATED this 12TH day of May, 2016.

  
Robert Rivas, Registered Agent

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