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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TJK
6/9/16

COVER LETTER

Articles of Amendment to Articles of Incorporation - Not-for-Profit

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

Subject: **Eudaimonia Health, Inc.**

To Whom It May Concern:

Enclosed is an original plus one (1) copy of the Articles of Incorporation for Eudaimonia Health, Inc., as well as a check in the amount of **\$78.75** for: **Filing Fee and Certified Copy.**

Sincerely,



Frank McCormick, MD
2536 SE 9th St
Pompano Beach, FL 33062-6709
(617) 803-5832
drfrankmccormick@yahoo.com

ARTICLES OF INCORPORATION
OF
EUDAIMONIA HEALTH, INC.

I, the undersigned Incorporator of Eudaimonia Health, Inc. (the "Corporation"), a not-for-profit corporation, acting pursuant to Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME

The name of the Corporation is Eudaimonia Health, Inc.

ARTICLE II
PRINCIPAL OFFICE

The location and principal street address of the Corporation shall be:

2536 SE 9th St
Pompano Beach, FL 33062-6709

ARTICLE III
PURPOSES

The Corporation is organized and will be operated exclusively for charitable, scientific and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision or provisions of any subsequent federal tax code (the "Code"). Within the scope of the foregoing purposes and without limiting the generality of the foregoing, the Corporation is organized and will be operated to engage in research and provide education for health care providers, community leaders and the general public, regarding methods of enhancing the delivery of healthcare and wellness services by incorporating risk-versus-benefit principles into decision making.

ARTICLE IV
MANNER OF ELECTION

The Board of Directors of the Corporation shall be elected by the majority vote of the then current members of the Board of Directors of the Corporation.

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ARTICLE V
BOARD OF DIRECTORS

The Corporation shall have no members, as such, but, in lieu thereof, shall have a Board of Directors, in which Board there shall be vested all the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation. The number of directors shall from time to time be fixed by the Bylaws; provided, however, that the number of directors shall not at any time be less than three (3). The names and addresses of those who are serving as directors at the time of the adoption of these Articles of Incorporation are as follows:

1. Frank McCormick, MD
2536 SE 9th St
Pompano Beach, FL 33062-6709
2. James Toussaint, MD, MBA
2200 NW 34th St
Gainesville, FL 32605-3754
3. Benedict Nwachukwu, MD, MBA
HSS Academic Training Office
535 E 70th St
New York, NY 10021-4823

ARTICLE VI
REGISTERED AGENT

The name and street address of the registered agent of the Corporation at the date of filing of these Articles of Incorporation is as follows:

Kerry McCormick
2536 SE 9th St
Pompano Beach, FL 33062-6709

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is as follows: Frank McCormick, MD, 2536 SE 9th St, Pompano Beach, FL 33062-6709.

ARTICLE VIII
NOT-FOR-PROFIT

Section 8.1 The Corporation is not organized for the pecuniary profit, nor shall it ever operate for the primary purpose of carrying on a business for profit. The Corporation shall not have any power to issue certificates of stock or declare dividends. The balance, if any, of all money and other assets received by the Corporation, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article III hereof.

Section 8.2 Notwithstanding any other provisions of these Articles of Incorporation or the Corporation's Bylaws, the Corporation shall neither have nor exercise any power nor shall it engage directly or indirectly in any activity that might invalidate its status (a) as a Corporation, which is exempt from federal income taxations as an organization described in Section 501(c)(3) of the Code; or (b) as a Corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 8.3 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

Section 8.4 No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements for any political campaign on behalf of any candidate of public office); nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

ARTICLE IX
DISSOLUTION

In the event of the discontinuance of the Corporation by dissolution or otherwise, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the Corporation shall be distributed pursuant to any donor-imposed restrictions that are in compliance with these Articles of Incorporation and, in the case of unrestricted assets of the Corporation and in all other cases, as determined by the Directors of this Corporation in their sole discretion, and, notwithstanding any other provision of these Articles of Incorporation, in no event shall any of the Corporation's assets or property, in the event of dissolution, be distributed to any organization not qualified for tax exempt status under Section 501(c)(3) of the Code or to any person, either for the reimbursement of any sum subscribed, donated or contributed by such person to the Corporation or for any other purpose.

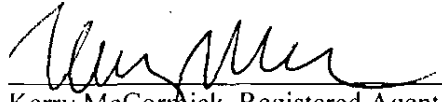
ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be altered or amended in whole or part by the affirmative vote of a majority of the Directors of the Corporation in office.

ARTICLE XI
EFFECTIVE DATE

These Articles of Incorporation shall be effective upon filing.


Having been named as registered agent 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.



Kerry McCormick, Registered Agent
2536 SE 9th St
Pompano Beach, FL 33062-6709

5/30/16
Date

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.



Frank McCormick, Incorporator/President
2536 SE 9th St
Pompano Beach, FL 33062-6709

5/30/16
Date

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