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Stoneburner Berry Purcell & Campbell, P.A.

T. William Glocker, Esq. 200 West Forsyth Street, Suite 1610 Jacksonville, FL 32202 Email: bglocker@jaxlawgroup.com Direct No: (904) 930-4088

June 9, 2016

Division of Corporations Public Access Accounts Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Articles of Incorporation of Stroke Doctor Aquatic Foundation, Inc., a Florida

Not for Profit

Dear Sir or Madam:

Enclosed please find for filing the above-referenced Articles of Incorporation, along with our Check No. 1909 in the amount of \$70.00, representing your filing fee.

Yery truly yours,

Legal Assistant to

T. William Glocker

TWG/bb Encs. (2)

ARTICLES OF INCORPORATION OF STROKE DOCTOR AQUATIC FOUNDATION, INC. A FLORIDA CORPORATION NOT FOR PROFIT

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

ARTICLE I

<u>CORPORATION NAME</u>. The name of this corporation is "STROKE DOCTOR AQUATIC FOUNDATION, INC."

ARTICLE II

TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE III

<u>PURPOSES AND RESTRICTIONS</u>. The purposes of the corporation and restrictions on its operations are as follows:

(a) This corporation is organized and operated exclusively for charitable, educational, and humanitarian purposes consistent with the requirements for qualification as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States

Internal Revenue Law) (hereinafter, the "Code"), and for such other purposes as are consistent with its maintaining qualification as an exempt organization under Code section 501(c)(3).

- (b) The corporation shall restrict its operations to the promotion of charitable, educational, and humanitarian purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.
- (c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 herein.
- (d) The corporation shall not engage in any acts of self dealing as defined in section 4941(d) of the Code, invest in any excess business holding as defined in Section 4943(c) of the Code, invest or make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code, make any taxable expenditures as defined in section 4945(d) of the Code, or otherwise violate any of the provisions of section 617.0835, Florida Statutes.
- (e) The provisions of this Article III setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

ARTICLE IV

<u>INCORPORATOR</u>. The name and address of the Incorporator are:

T. William Glocker 200 West Forsyth Street, Suite 1610 Jacksonville, Florida 32202

ARTICLE V

<u>NONSTOCK</u> CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE. The initial Registered Agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

T. William Glocker 200 West Forsyth Street, Suite 1610 Jacksonville, Florida 32202

ARTICLE VII

<u>PRINCIPAL OFFICE</u>. The street and mailing address of the initial principal office of the corporation in the state of Florida is 12748 Glades Springs Drive S., Jacksonville, Florida 32246.

ARTICLE VIII

<u>DIRECTORS</u>. The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The corporation initially shall have five (5) directors. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall

be provided in the Bylaws.

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ARTICLE IX

<u>INITIAL DIRECTORS</u>. The names of the initial directors of this corporation are as follows:

T. Wesley Glocker 12748 Glades Springs Drive, S. Jacksonville, FL 32246 Kyle Francis Casias 3212 Chimney Drive Middleburg, FL 32068

Andre Salles-Cunha 1032 Quicksilver Drive San Jose, CA 95136 Ahmed M. Ismail 5340 Stenton Drive Bethlehem, PA 18017

Michael Ray Styduhar 2128 Foxtail Court St. Augustine, FL 32092

ARTICLE X

MEMBERSHIP. This corporation shall have no members.

ARTICLE XI

<u>DISTRIBUTION OF ASSETS UPON DISSOLUTION</u>. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code.

ARTICLE XII

AMENDMENT. These Articles may be amended in the manner provided by law; provided, however, that any such amendment shall require the affirmative vote of at least two-thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE XIII

BYLAWS. The initial bylaws of the corporation shall be adopted by the initial Board of Directors. The Board of Directors may change, amend, adopt, or repeal the Bylaws upon the affirmative vote of at least two-thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE XIV

INDEMNIFICATION OF DIRECTORS AND OFFICERS AND LIMITATION

ON LIABILITY. This corporation shall indemnify the directors and officers of this corporation to the fullest extent permitted by applicable law. No director or officer of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XIII shall not adversely affect any right or protection of a director or officer of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida this add day of June, 2016.

T. William Glocker

Incorporator

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF STROKE DOCTOR AQUATIC FOUNDATION, INC.

Pursuant to Sections 48.091 and 617.023, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon STROKE DOCTOR AQUATIC FOUNDATION, INC., a not-for-profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 200 West Forsyth Street, Suite 1610, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida on this **8**th day of June, 2016.

T. William Glocker Registered Agent