

N17000006259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700300275057

06/13/17--01020--011 **70.00

FILED
17 JUN 13 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Business Law Center of the Palm Beaches

Gardens Professional Center
9121 North Military Trail | Suite 107 | Palm Beach Gardens | Florida 33410
Telephone 561.630.4800 | Facsimile 561.296.4848
BusinessAttorneyPalmBeach.com

Jay E. Eckhaus

jeckhaus@BusinessAttorneyPalmBeach.com
Member: Florida - New York - Ohio Bars

June 12, 2017

VIA Federal Express Standard Overnight

State of Florida
Department of State
2661 W. Executive Center Circle
Clifton Bldg.
Tallahassee, FL 32301

Attn: Not-For-Profit filing

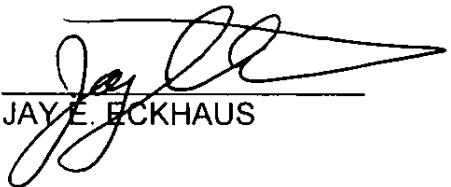
Re: North American Veterinary Heart Center Charitable Foundation, Inc.

Dear Sir or Madam:

Please find attached the Articles of Incorporation for the above referenced domestic Not-For-Profit Corporation together with a check for the \$70 filing fee.

Thank you.

Sincerely,



JAY E. ECKHAUS

Enclosure:

Articles of Incorporation
Check # B175706

ARTICLES OF INCORPORATION

NORTH AMERICAN VETERINARY HEART CENTER CHARITABLE FOUNDATION, INC.

A Florida Not For Profit Corporation
(hereinafter the "Corporation")

The undersigned acting as Incorporator of the Corporation under Chapter 617, Florida Statutes, as amended (hereinafter the "Act"), adopts the following Articles of Incorporation for such Corporation.

ARTICLE I NAME OF CORPORATION

The name of the Corporation shall be:

**NORTH AMERICAN VETERINARY
HEART CENTER CHARITABLE FOUNDATION, INC.**

ARTICLE II DURATION

This Corporation shall have a perpetual existence unless sooner dissolved by law.

ARTICLE III PURPOSES AND POWERS OF THE CORPORATION

Section 1. Purpose of the Corporation. The Corporation is organized exclusively for charitable, educational and/or scientific purposes as an exempt organization under section 501(c)(3) of the Internal Revenue Code, as may be amended from time to time (hereinafter the "Code").

Section 2. Primary Activities of the Corporation. The primary activities of this Corporation is to function as a not for profit public charity in order to carry on the following charitable activities, all in compliance with the Code:

(a) To help defer the cost of unique life saving heart surgery to dogs and cats whose owners do not have the financial ability to pay for such procedures.

(b) To help defer the cost of unique life saving heart surgery to "service dogs" trained to do work or perform tasks for the benefit of an individual with a disability, including a physical, sensory, psychiatric, intellectual, or other mental disability within the meaning of the Americans with Disability Act, 42 U.S.C. § 1201, et seq.

FILED
17 JUN 13 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(c) To help defer the cost of unique life saving heart surgery to "K9" dogs in the service to law enforcement governmental agencies.

(d) To engage in veterinary research with research partners who are Public Charities under Section 501 (c)(3) of the Code.

(e) To engage in fund raising activities to raise funds for current and future operation of the organization in order to accomplish the above goals.

(f) In any taxable year in which this Corporation is deemed to be a private foundation as described in Section 509(a) of the Code, then, and in such event, and regardless of any other provisions of these Articles of Incorporation or the Bylaws of the Corporation, the Corporation: (i) shall distribute its income for such period at such time and manner as not to subject it to tax under Section 4942 of the Code, (ii) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, (iii) shall not retain any excess business holding as defined in Section 4943(c) of the Code; (iv) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code and (v) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

Section 3. Powers. This Corporation may exercise all powers granted to a not for profit corporation under the laws of the State of Florida, including, but not limited to such powers as specified in the Act, but within the restrictions of Section 501 (c)3 of the Code. The purpose of the Corporation as expressed in the Primary Activities specified in this Article, shall not be deemed a renunciation or limitation of any of the powers provided for in the Act, or any amendment thereof, but rather all such powers shall be deemed fully vested in this Corporation as though specifically enumerated in these Articles.

ARTICLE IV PRINCIPAL OFFICE AND MAILING ADDRESS

Section 1. Corporation's Principal Office Address. The principal office address of the Corporation is:

Suite 112
1680 South Central Boulevard
Jupiter, FL 33458

Section 2. Mailing Address. The mailing address of the Corporation is:

Suite 112
1680 South Central Boulevard
Jupiter, FL 33458

FILED
17 JUN 13 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
RESTRICTED AND PROHIBITED ACTIVITIES OF THE CORPORATION

Section 1. Prohibited Distributions. The Corporation is not organized and shall not be operated for the private gain of any person. No part of the net earnings or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 in Article III.

Section 2. Restricted Activities. No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Prohibited Activities. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried (a) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VI
MEMBERSHIP - CORPORATE GOVERNANCE

Section 1. Membership. The Corporation shall have no members.

Section 2. Corporate Governance. The management of the affairs of the Corporation shall be vested in a Board of Directors consisting of no less than three members. The laws of the Corporation, these Articles and the laws of the State of Florida shall govern the rights, duties, obligations and actions of the Board of Directors.

ARTICLE VII
BOARD OF DIRECTORS AND OFFICERS

Section 1. Number of Directors. The number of directors shall be set forth in the bylaws of the Corporation, but in no event shall there be less than three directors.

Section 2. Diversified Board. More than 50 fifty percent (50%) of the members of the Board of Directors must be unrelated by blood, marriage or outside business co-ownership and shall not be compensated as employees of this Corporation.

Section 3. Manner of Election or Appointment of Directors. Directors shall be appointed or elected as provided for in the Corporation's bylaws.

FILED
17 JUN 13 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Section 4. Initial Directors. The initial directors of the Corporation and their addresses are:

Peter M. Gloggnier
1210 South Old Dixie Highway
Jupiter, FL 33458

Jeffrey A. Weiss, D.O.
7111 Fairway Drive, Suite 450
Palm Beach Gardens, FL 33418

Margaret Worley
11760 US Highway 1, Suite 102-W
Palm Beach Gardens, Florida 33408

Section 5. Initial Officers. The initial officers of the Corporation and their addresses are:

President
Jeffrey A. Weiss, D.O.
7111 Fairway Drive, Suite 450
Palm Beach Gardens, FL 33418

Secretary:
Peter M. Gloggnier
1210 South Old Dixie Highway
Jupiter, FL 33458

Treasurer:
Margaret Worley
11760 US Highway 1, Suite 102-W
Palm Beach Gardens, Florida 33408

FILED
17 JUN 13 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII PERSONAL LIABILITY-INDEMNIFICATION

Section 1. No Personal Liability. No officer or director of this corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

Section 2. Right to Indemnification. Subject to the limitations and conditions as provided in this Article VIII, each person who is made a party or is threatened to be made a party to or is involved in any action, claim, litigation or proceeding including any appeal of any such

action, claim, litigation or proceeding (hereinafter collectively, "Proceeding") or any inquiry or investigation (hereinafter, "Investigation") that could lead to such a Proceeding, by reason of the fact that he or she, or a person to whom he or she is the legal representative, is or was a director or officer of the Corporation or while a director or officer of the Corporation is or was serving at the request of the Corporation as a shareholder, manager, member, director, officer, partner, joint venturer, proprietor, trustee, employee, agent, director or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise shall be indemnified by the Corporation to the fullest extent permitted by the laws of the State of Florida, as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment) against judgments, penalties (including excise and similar taxes and punitive damages), fines, settlements and reasonable expenses (including, without limitation, reasonable attorney's fees and costs) actually incurred by such person in connection with such Proceeding or Investigation, and indemnification under this Article shall continue as to a person who has ceased to serve in the capacity which initially entitled such person to indemnity hereunder. The rights granted pursuant to this Article shall be deemed contract rights, and no amendments, modification or repeal of this Article shall have the effect of limiting or denying any such rights with respect to actions taken or Proceeding or Investigation arising prior to any such amendment, modification or repeal. It is expressly acknowledged and agreed that the indemnification provided in this Section 2 could involve indemnification for gross negligence or under theories of strict liability or criminal activity. Notwithstanding the provisions of Section 2 or Section 3 below, no director or officer accused of civil or criminal fraud, embezzlement or misrepresentation or similar crime against the Corporation or other director or officer shall have the right of indemnification or advancement of costs by the Corporation until a final non-appealable judgment that such director or officer has prevailed and found not to have committed civil or criminal fraud, embezzlement or misrepresentation or similar crime ("Indemnification Prohibition") except where there is (a) a majority vote of disinterested Directors in favor of such indemnification, (b) a litigation committee established by a majority vote of the members of the Board of Directors which committee shall consist of (i) persons not seeking indemnification under this Article and (ii) are not officers, directors or employees of the Corporation and such committee determines by majority vote of members of the Board of Directors that indemnification under this Article is in the best interest of the Corporation and, with respect to any criminal action, the person seeking indemnification had reasonable cause to believe that his or her conduct was not unlawful or (c) independent legal counsel making a determination that such indemnification is appropriate under the circumstances.

Section 3. Advance Payment. Except as provided for in Section 2 of this Article, the right to indemnification conferred in this Article shall include the absolute right to be paid in advance and/or reimbursed by the Corporation for the reasonable expenses, including reasonable attorney's fees and other professional fees (including retainer deposits) and costs, incurred by a person of the type entitled to be indemnified under Section 2 of this Article who was, is or is threatened to be made a named defendant or respondent in a Proceeding or Investigation in advance of the final disposition of the Proceeding or Investigation and without any determination as to the person's ultimate entitlement to indemnification; provided, however, that the payment of such

FILED

17 JUN 13 PM 3:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

expenses incurred by any such person in advance of the final disposition of a Proceeding or Investigation, shall be made only upon delivery to the Corporation of a written affirmation by such person of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification under this Article and a written undertaking, by or on behalf of such person, to repay the Corporation all amounts so advanced if it shall ultimately be determined that such indemnified person is not entitled to be indemnified under this Article or otherwise.

Section 4. Indemnification of Employees and Agents. The Corporation, by adoption of a resolution of the Directors by majority vote, may indemnify and advance expenses to an employee or agent of the Corporation to the same extent and subject to the same conditions under which the Corporation may indemnify and advance expenses under Sections 2 and 3 above; and, the Corporation may indemnify and advance expenses to persons who are not or were not the officers, employees, or agents of the Corporation but who are or were serving at the request of the Corporation as a shareholder, manager, member, managing director, director, officer, partner, joint venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against person and incurred by such person in such a capacity or arising out of such person's status to the same extent that the Corporation may indemnify and advance expenses under this Article. For purposes of this Section 4, a director of this Corporation shall not be considered an Employee or agent of the Corporation.

Section 5. Appearance as a Witness. Notwithstanding any other provision of this Article, the Corporation may pay or reimburse expenses incurred by a director, officer, employee or agent in connection with his or her appearance as a witness or other participation in a Proceeding or Investigation at a time when he or she is not a named defendant or respondent in the Proceeding.

Section 6. Nonexclusively of Rights. The right to indemnification and the advancement and payment of expenses conferred in this Article shall not be exclusive of any other right which a director, officer or other person indemnified pursuant to this Article may have or hereafter acquire under any law (common or statutory), provision of the Articles of Incorporation and/or amendments and restatements thereof, agreement, vote of disinterested Directors or otherwise. Notwithstanding the provisions of this Section 6 to the contrary, there shall be no right of indemnification under any law (common or statutory) or provision of these Articles of Incorporation, where the Indemnification Prohibition specified in Section 2 applies except where there is (a) a majority vote of disinterested Directors in favor of such indemnification, (b) a litigation committee established by the Board of Directors which committee shall consist of (i) persons not seeking indemnification under this Article and (ii) are not officers, directors or employees of the Corporation and such committee determines by majority vote that indemnification under this Article is in the best interest of the Corporation and, with respect to any criminal action, the person seeking indemnification had reasonable cause to believe that his or her conduct was not unlawful or (c) independent legal counsel making a determination that such indemnification is appropriate under the circumstances.

FILED
JUN 13 PM 3:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

Section 7. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any person who is a director or was or is serving as an officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a shareholder, director, manager, member, officer, partner, joint venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any expense, liability or loss (including reasonable attorneys' fees and costs), whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under this Article.

ARTICLE IX DISSOLUTION

Section 1. Termination or Dissolution of Corporation. Upon termination or dissolution of the Corporation, any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to that of this Corporation.

Section 2. Action of Board of Directors. The organization to receive the assets of the Corporation hereunder shall be selected by the discretion of a majority vote of the members of the Board of Directors.

Section 3. Court Determination if So Required. If the members of the Board of Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition filed in a court of proper jurisdiction against the Corporation by one or more Board of Directors members which verified petition shall assert the applicability of this Section. The court upon a finding that this Section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida. In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

ARTICLE X AMENDMENTS

Section 1. Amendments to Article of Incorporation. The power to alter, amend, repeal or repeal the Articles of Incorporation in whole or in part shall be vested in the Board of Directors who shall approve such actions by a majority vote of the members of the Board of Directors.

Section 2. Bylaw Amendments. The power to alter, amend, repeal or restate the bylaws or adopt new bylaws shall be vested in the Board of Directors who shall approve such actions by a majority vote of the members of the Board of Directors.

FILED
JUN 13 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE XI
APPOINTMENT OF REGISTERED AGENT**

Section 1. Appointment of Registered Agent. The Corporation hereby appoints the

Business Law Center of The Palm Beaches

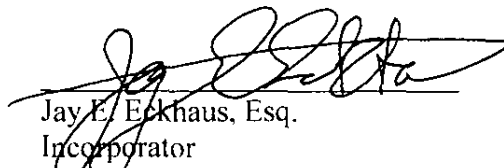
as its Registered Agent.

Section 2. Address of Registered Agent. The Florida street address of the
aforementioned appointed registered agent is:

9121 North Military Trail, Suite 107
Palm Beach Gardens, FL 33410

These Articles of Incorporation are hereby executed this 12th day of June, 2017 by the below
named Incorporator who is authorized to file these Articles of Incorporation.

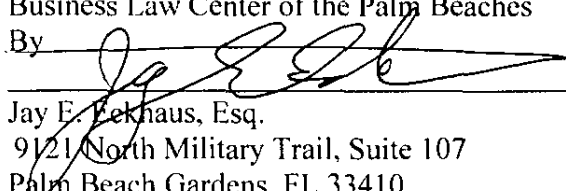
FILED
17 JUN 13 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Jay E. Eckhaus, Esq.
Incorporator
Authorized representative
9121 North Military Trail, Suite 107
Palm Beach Gardens, FL 33410
561.630.4800

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

*The undersigned, having been named as registered agent and to accept service of process for the
above stated corporation at the place designated in this certificate, hereby accepts the
appointment as registered agent and agrees to act in this capacity. The undersigned further
agrees to comply with the provisions of all statutes relating to the proper and complete
performance of such duties, and is familiar with and accept the obligations of the position of
registered agent as provided for in Chapter 617, Florida Statutes.*

Business Law Center of the Palm Beaches
By _____


Jay E. Eckhaus, Esq.
9121 North Military Trail, Suite 107
Palm Beach Gardens, FL 33410
561.630.4800