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FLORIDA PROFIT/NON PROFIT CORPORATION
Pediatric Associates Employee Assistance Fund, Corp.

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**Articles of Incorporation
of
Pediatric Associates Employee Assistance Fund, Corp.
(A Florida Not For Profit Corporation)**

Pursuant to Section 617.1007 of Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act (the "Act"), the undersigned incorporator desires to form a Non-Profit Corporation (the "corporation") under the Non-Profit Corporation Law of Florida, and hereby certifies the Articles of Incorporation of the corporation to read in their entirety as follows:

Article I - Name

The name of the corporation shall be:

Pediatric Associates Employee Assistance Fund, Corp.

Article II - Principal Office

The principal place of business and street mailing address of the corporation is 900 S. Pine Island Road, Suite 800, Plantation, FL 33324.

Article III - Initial Registered Office and Agent

The mailing address of the initial registered office of the corporation is 900 S. Pine Island Road, Suite 800, Plantation, FL 33324. The name of the registered agent at that location is Aren Laljie. The Board of Directors of the corporation may from time to time designate such other person as its registered agent or such other address and place for the registered office as it may see fit.

Article IV - Purposes

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The primary purpose of the corporation is to establish an employer-sponsored public charity, for related employers (as provided in the Bylaws of the corporation as amended from time to time in accordance therewith), to provide assistance programs to respond to any type of disaster or employee emergency hardship situations (as provided in the Bylaws of the corporation as amended from time to time in accordance therewith); provided however, the related employers shall not exercise excessive control over the corporation.

The specific purposes for which the corporation is organized will include, without limitation, the following, to the extent consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code:

1. To receive, hold, invest, and administer real or personal property, or both, and to expend funds to or for the benefit of the corporation.
2. To seek grants from public and private sources and to support the activities of the corporation including financial support.

3. To engage directly or indirectly in such activities as will qualify the corporation for tax exemption under Section 501(c)(3) and 509(a)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. To perform and carry out any lawful activity which the directors of the corporation may deem proper and convenient in connection with any of the foregoing purposes.
5. To have and to exercise all the powers conferred by the laws of the State of Florida.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activity not permitted to be carried on by a corporation: (a) which is exempt from taxes under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article V -- No Members

The corporation shall not have any members. Any action or vote required or permitted by the Act or any other law, rule or regulation shall be by action or vote of the Board of Directors of the corporation.

Article VI -- Board of Directors

The authorized number of directors of the corporation shall be 5, and the qualifications, manner of election, duties, terms and other matters relating to the Board of Directors of the corporation shall be provided in the Bylaws of the corporation as amended from time to time in accordance therewith. The initial Board of Directors of the corporation shall consist of the following persons and who shall remain in office until the next annual meeting of the Board of Directors of the corporation and until their respective successors are elected and qualified:

Angela Caruso

Nikki Rabon

Maxo Joseph

Peter J. Shulman

Aren Laljie

Article VII - Bylaws

The power to alter, amend or repeal all or any part of the Bylaws of the corporation shall be vested exclusively in the Board of Directors of the corporation.

The Board of Directors of the corporation may adopt such Bylaws, not inconsistent with these Article of Incorporation, as they deem proper for regulation and management of the affairs of the corporation, and the Bylaws may thereafter be altered, amended, repealed from time to time by a vote of majority of Directors in attendance at any regular or special meeting of the Board of Directors at which a quorum is present.

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Article VIII – Tax Exempt Status

It is the express purpose of these Articles of Incorporation to limit the authority powers and purposes of the corporation, and to require the corporation to conform, to the limitations set forth in the Internal Revenue Code of 1986, as amended with reference to organizations which are organized and operated exclusively for charitable and educational purposes within the purview of Section 501(c)(3) of the of the Internal Revenue Code, or the corresponding section of any future federal tax code, and nothing herein shall be construed to grant to the corporation any powers or purposes not contemplated and authorized under said Section.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in the Fourth Article hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX - Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the of the Internal Revenue Code, or the corresponding section of any future federal tax code ("Code"); the corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code; the corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code; the corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code; and the corporation will not make any taxable expenditures as defined in section 4945 of the Code.

Article X – Nondiscriminatory Policy

The corporation will make its services, programs and benefits available to all persons regardless of race, color, creed, national origin, sex, or handicap, and the corporation will not discriminate in any way against any persons on the basis of race, color, creed, national origin, sex or handicap.

Article XI – Duration


The period of duration of the corporation is perpetual.

Article XII – Amendment of Articles

These articles may be amended in the manner provided by statute at the time of the amendment, provided, however, that no such amendment shall be made or effective unless a resolution approving same shall have been duly adopted by 60% or greater vote of the Board of Directors of the corporation then in office.

In witness whereof, the Incorporator of the corporation adopted these Articles of Incorporation of Pediatric Associates Employee Assistance Fund, Corp., on February 2, 2018.

Incorporator:



Aren Laljie

Acceptance of Appointment

as

Registered Agent

Having been named as registered agent for Pediatric Associates Employee Assistance Fund, Corp., at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 617.0501.

Executed on February 2, 2018.

Registered Agent:


Aren Laljie