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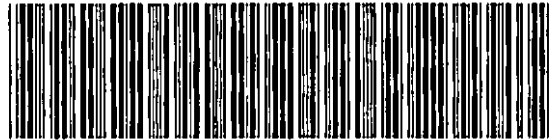
(Business Entity Name)

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Office Use Only



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19 MAR 14 PM 1:59

2019 MAR 14 PM 1:59

**LEWIS W. FISHMAN**  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELLOR AT LAW  
7700 NORTH KENDALL DRIVE  
SUITE 408  
MIAMI, FLORIDA 33156

LEWIS W. FISHMAN  
FLORIDA BAR BOARD CERTIFIED IN HEALTH LAW

TELEPHONE 305-670-2100

March 13, 2019

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Cir.  
Tallahassee, FL 32301

Re: Articles of Incorporation Filing – Center For Integral Yoga, Inc.

To Whom It Concerns:

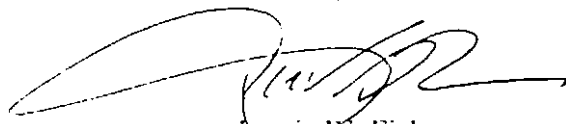
Enclosed please find the Articles of Incorporation for Center for Integral Yoga, Inc., a new Florida not-for-profit corporation.

In furtherance thereof, enclosed please find my check in the amount of \$78.75, representing the \$35.00 filing fee; the \$35.00 Registered Agent designation; and \$8.75 for a Certified Copy.

Please proceed to file the Articles of Incorporation of record, and return the Certified Copy to the undersigned at the above address, or by email to [lw1pa@aol.com](mailto:lw1pa@aol.com).

If you have any questions please let me know.

Cordially,



Lewis W. Fishman

LWF:  
Encl.

**ARTICLES OF INCORPORATION**  
**OF**  
**CENTER FOR INTEGRAL YOGA, INC.**

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this Corporation is CENTER FOR INTEGRAL YOGA, INC. The principal place of business of the Corporation shall be located at 5691 S.W. 102<sup>nd</sup> Avenue, Miami, FL 33173, which shall also be the mailing address of the Corporation..

**ARTICLE II**  
**PURPOSES**

The Corporation shall be organized and operated as a not-for-profit corporation exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code"). The Corporation shall have no power to act in a manner which is not exclusively within the contemplation of Section 501(c)(3) of the Code, and the Corporation shall not engage directly or indirectly in any activity which would prevent it from qualifying, and continuing to qualify, as a Corporation as described in Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, the specific purposes of the Corporation shall include the following:

- (a) To offer the community, schools, hospitals, professionals, corporations and staff skillful and deeply grounded education in yoga, breath work, meditation and other conscious healing practices.
- (b) To present powerful tools based on the principles of universal respect and collective responsibility to all age groups for promoting universal love, peace, and centeredness through self-expression, a focused mind, and optimum health, to go beyond self-limiting concepts in an effort to experience their full potential.
- (c) To aid, support and assist in carrying out the purposes of the Corporation by fundraising, obtaining grants, gifts, contributions or otherwise, including aid and support from other corporations, community trusts, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes.
- (d) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property.

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- (e) To construct, maintain and operate improvements thereon necessary for the purposes of this Corporation described herein.
- (f) To do and transact all such business necessary, incidental to or in any way connected with said purposes, or any of them.
- (g) For any and all purposes allowed by law.

### **ARTICLE III** **MEMBERSHIP**

Section 1. Member. The sole Member of the Corporation shall be Yoga Research Foundation, Inc., a Florida not-for-profit corporation (the "Member").

Section 2. Reserved Powers. Certain powers have been expressly reserved to the Member in these Articles of Incorporation and the Bylaws of the Corporation. Action by the Corporation shall not be taken until the Member, acting through its Board of Directors, shall have exercised its' reserved powers in accordance with its' governance documents. Action by the Corporation with respect to which action by the Member is required shall not be effective until the Corporation shall have received notice of appropriate action having been taken by the Member. The following powers are reserved to the Member:

- (a) Approve the Articles of Incorporation and Bylaws of the Corporation, in whole or in part, and any amendments thereto, but only after such action is recommended by the Board of Directors of the Corporation;
- (b) Appoint and remove Directors of the Corporation, with or without cause, or if any such action is recommended by the Board of Directors of the Corporation, approve such action as recommended;
- (c) Approve the election of the Corporation's Officers;
- (d) Approve the strategic plan of the Corporation;
- (e) Approve any financial transaction of the Corporation that will result in either the acquisition, renovation or improvement of an asset, or the sale, lease, encumbrance or disposal of an asset, or the borrowing of funds, where the amount of such transaction exceeds \$100,000 in any single or aggregate transaction;
- (f) Approve any merger, consolidation, transfer or relinquishment of membership rights, or the sale of all or substantially all of the operating assets of the Corporation;

- (g) Approve any dissolution, winding up or abandonment of operations, liquidation, filing of action in bankruptcy, receivership or similar action affecting the Corporation;
- (h) Approve any formation or dissolution of subsidiaries, partnerships, co-sponsorships, joint membership arrangements, and other joint ventures involving the Corporation.

#### **ARTICLE IV** **DIRECTORS**

Subject to the reserved rights of the Member set forth in these Articles of Incorporation and in the Bylaws of the Corporation, the business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law, these Articles of Incorporation or the Bylaws directed or required to be exercised or done by the Member. Directors shall be appointed as provided in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Incorporation, provisions for qualifications, manner of appointment and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors of the Corporation shall be set forth in the Bylaws of the Corporation.

#### **ARTICLE V** **DISSOLUTION**

Subject to any approvals described in these Articles of Incorporation or the Bylaws of the Corporation, upon the dissolution and final liquidation of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer and convey all of the remaining assets of the Corporation, if any, first to its Member if remaining in existence, or if not, to a tax-exempt entity operating for charitable, educational and scientific purposes similar to the Purposes of the Corporation; or otherwise shall be distributed for one or more exempt purposes to an organization exempt from federal income tax within the meaning of Section 501(c)(3) of the Code, in accordance with the Florida Not-for-Profit Corporations Act. Any such assets not disposed of in accordance with the foregoing shall be disposed of by a court of competent jurisdiction within the jurisdiction of the Corporation exclusively to one or more corporations, trusts, funds or other organizations as said court shall determine, which at the time are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code and which are organized and operated exclusively for such purposes.

#### **ARTICLE VI** **INCORPORATOR**

The name and address of the Incorporator is as follows:

Yoga Research Foundation, Inc.

6111 S.W. 74<sup>th</sup> Avenue  
Miami, FL 33143

**ARTICLE VII**

**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended as provided in the Bylaws of the Corporation.

**ARTICLE VIII**

**REGISTERED AGENT AND REGISTERED OFFICE**

The name and business office in this State of the Corporation's Registered Agent is:

Lewis W. Fishman  
7700 North Kendall Drive  
Suite 408  
Miami, FL 33156

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19 MAR 14 PM 2:08  
CLERK OF DISTRICT COURT  
MIAMI, FL

IN WITNESS WHEREOF, the undersigned, being the President of Yoga Research Foundation, Inc., the Incorporator, has executed these Articles of Incorporation as of this 13<sup>th</sup> day of March, 2019.

YOGA RESEARCH FOUNDATION, INC.

By: Swami Jyotirmayananda  
Swami Jyotirmayananda, President

STATE OF FLORIDA           )  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 13 day of March, 2019, by Swami Jyotirmayananda, President of Yoga Research Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He is personally known to me or has produced US PASSPORT as identification.



KEITH R. HOELZEL  
MY COMMISSION # FF 965122  
Expires February 28, 2020  
Complete Through Budget Notary Services

Keith R. Hoelzel  
Notary Public  
Printed Name of Notary

My Commission Expires 02-28/2020

**ACCEPTANCE OF REGISTERD AGENT**

The undersigned, Lewis W. Fishman, does hereby accept appointment as the Registered Agent for Center for Integral Yoga, Inc., and agrees to act in said capacity. The undersigned further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with accept the obligation of my position as Registered Agent.

  
\_\_\_\_\_  
Lewis W. Fishman

03/13/2019  
Date

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19 MAR 14 PM 2:00  
CLERK OF COURT  
MASSACHUSETTS