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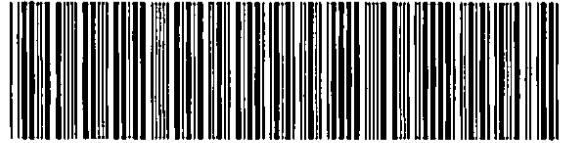
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COVER LETTER

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

SUBJECT: MIAMI ORTHOPAEDIC RESEARCH FOUNDATION, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Arturo Corces, M.D.

Name (Printed or typed)

11801 SW 90 Street, Suite #201

Address

Miami, FL 33186

City, State & Zip

305-595-1317

Daytime Telephone number

corces@bellsouth.net

E-mail address: (to be used for future annual report notification)

2020 MAR 30 AM 6:51
SECRETARY OF STATE
TALLAHASSEE, FL

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
MIAMI ORTHOPAEDIC RESEARCH FOUNDATION, INC.
A Corporation Not-For-Profit

The undersigned Incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:
MIAMI ORTHOPAEDIC RESEARCH FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal street address for the Corporation is:
11801 SW 90 STREET, SUITE #201
MIAMI, FL 33186

ARTICLE III. PURPOSES

- 1) The Corporation is organized exclusively for charitable, educational and scientific purposes within the intent and meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, 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 corresponding section of any future federal tax code.
- 2) The purposes of the Corporation are, and shall be, to encourage, aid, enrich, foster, support and promote public health by education, public awareness and advancement of Orthopaedics through medical research; and in connection therewith, to receive by gift, grant, purchase, devise, bequest, or in any other

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TALLAHASSEE, FL

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lawful manner, any real, personal or intangible properties, and to hold, improve, operate, manage, lease, convey, invest, dispose of by gift, sale, lease or otherwise and transfer any and all such properties in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to such purposes and objectives, all for the use and benefit of Orthopaedics.

3) 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 Article Third 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 by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any further federal tax code, or 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.

(This space is intentionally left blank.)

ARTICLE IV. BYLAWS

The Board of Directors of the Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE V. MEMBERS

The Corporation shall have no members and shall be managed by the members of the Board of Directors as provided in the Bylaws of the Corporation.

ARTICLE VI. BOARD OF DIRECTORS

1) The business affairs of the Corporation shall be managed by a Board of Directors in accordance with the Bylaws of the Corporation. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

2) The initial Directors are:

Director 1:	Arturo Corces, M.D. 11801 SW 90 St., Suite #201 Miami, FL 33186
Director 2:	Felix Stanziola, M.D. 11801 SW 90th St, Suite #101 Miami, FL 33186
Director 3:	Dariusz Reczek 405 Biltmore Way Coral Gables, FL 33134

3) The method of appointment of all future Directors shall be set forth in the Bylaws of the Corporation.

ARTICLE VII. OFFICERS

1) The officers of the Corporation who shall manage the affairs of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws of the Corporation.

2) The initial officers are:

President/
Secretary/
Treasurer:

Arturo Corces, M.D.

11801 SW 90 St., Suite #201
Miami, FL 33186

Vice President: Felix Stanziola, M.D.

11801 SW 90th St, Suite #101
Miami, FL 33186

3) The method of appointment of all future officers shall be set forth in the Bylaws of the Corporation.

ARTICLE VIII. REGISTERED AGENT

The name and Florida street address of the registered agent for the Corporation is:

Name: Arturo Corces, M.D.

Address: 11801 SW 90 St., Suite #201
Miami, FL 33186

ARTICLE IX. INCORPORATOR

The name and address of the Incorporator of this Corporation is:

Name: Arturo Corces, M.D.

Address: 11801 SW 90 St., Suite #201
Miami, FL 33186

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to by two-thirds vote of the Board of Directors of the Corporation at any regular or special meeting, provided that written notice of the proposed amendment, rescission or addition shall be given to each and every Director at least fifteen days in advance of the meeting, or by written consent signed by each and every Director. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same matter.


ARTICLE XI. DISSOLUTION

- 1) The Board of Directors of the Corporation, by two-thirds vote of the voting members of the Board of Directors, may dissolve the Corporation.
- 2) 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 the Eleventh Judicial Circuit in and for Miami-Dade, 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.

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CERTIFICATE

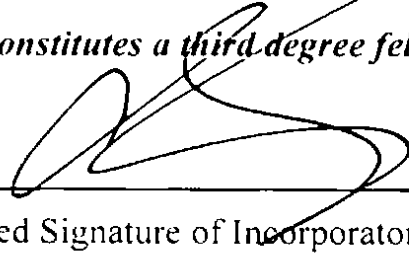
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Required Signature of Registered Agent

3/13/20
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.



Required Signature of Incorporator

3/13/20
Date

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SECRETARY OF STATE
TALLAHASSEE, FL