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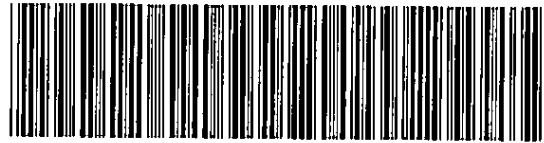
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SECRETARY OF STATE  
TALLAHASSEE, FL

N C U R R E N T

JUL

**BAKER  
DONELSON**  
BEARMAN, CALDWELL  
& BERKOWITZ, P.C.

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Direct Dial: (205) 250-8329  
Direct Fax: (205) 488-3729  
E-Mail Address: [spadilla@bakerdonelson.com](mailto:spadilla@bakerdonelson.com)

June 26, 2020

**VIA FEDERAL EXPRESS (850) 245-6052**

Department of State of Florida  
New Filing Section  
Division of Corporations  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

***RE: Articles of Incorporation of Liver Disease Awareness Campaign, Inc.***

Dear Clerk:

I am enclosing an original and two (2) copies of the Articles of Incorporation of the Liver Disease Awareness Campaign, Inc. ("Articles") for recording. Please return the stamped recorded and **certified** Articles to me, in the enclosed pre-paid self-addressed Federal Express. I am also enclosing a check in the amount of \$78.75 as the required filing fee (\$35.00 filing, \$35.00 registered agent designation, and \$8.75 certified copy).

If you have any questions, please contact me.

Sincerely,

  
Shirley S. Padilla  
Paralegal

SSP/

Enclosures

4828-9882-7457v1  
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SECRETARY OF STATE  
TALLAHASSEE, FL

**STATE OF FLORIDA  
NON-PROFIT CORPORATION**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, Florida Statutes

**OF**

**LIVER DISEASE AWARENESS CAMPAIGN, INC.**

The undersigned acting as the incorporator of a corporation under the Florida Not For Profit Corporation Act under Chapter 617, Florida Statutes, as amended (the "Act"), adopts the following Articles of Incorporation (these "Articles") for such corporation:

**ARTICLE I: NAME**

The name of the corporation is Liver Disease Awareness Campaign, Inc. (the "Corporation").

**ARTICLE II: PRINCIPAL OFFICE**

The initial principal office of the Corporation is located at 6230 University Parkway, Suite 203, Sarasota, Florida 34240.

**ARTICLE III: PURPOSE AND POWERS**

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the "Code"), including specifically to raise public awareness of fatty liver disease by educating the public about, and raising public awareness of, the existence and prevalence of fatty live disease; including receiving and accepting property, whether real, personal, or mixed, by gift or bequest from any person or entity; the distribution, retention, administration and investment of such property in accordance with the terms of these Articles and the Corporation's Bylaws; and the distribution of such property for the purposes herein delineated to (a) one or more organizations described in Section 501(c)(3) of the Code and either Section 509(a)(1) or Section 509(a)(2) of the Code, contributions to which are deductible under Section 170(c)(2), Section 2055(a) and Section 2522(a) of the Code, or (b) a State, a possession of the United States, or any political subdivision of any of the foregoing, or the United States or the District of Columbia, contributions to which are deductible under Section 170(c)(1), Section 2055(a) and Section 2522(a) of the Code. The Corporation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation under the Act or any successor provisions thereto. 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 organized as a nonprofit corporation under the laws of the State of Florida pursuant to the Act which is exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

#### **ARTICLE IV: BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors, whose members, designated as directors, shall act as the directors of the Corporation, and by such officers, as shall be described in the Bylaws of the Corporation. The Board of Directors shall determine the number of directors who shall comprise the Board, but the number of directors shall not be less than three (3). The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the Bylaws of the Corporation. The initial Board of Directors shall be:

<b>NAME</b>	<b>ADDRESS:</b>
Guy W. Neff	6230 University Parkway, Suite 203 Sarasota, Florida 34240
Morgan R. Bentley	783 South Orange Ave., Third Floor Sarasota, Florida 34236
Rolando Lopez	1646 W. Snow Ave. #18 Tampa, Florida 33606
Matt Duvall	1020 River Wind Circle Bradenton, Florida 34212

#### **ARTICLE V: REGISTERED AGENT AND INCORPORATOR**

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

Guy W. Neff  
6230 University Parkway, Suite 203  
Sarasota, Florida 34240

The name and addresses of the incorporator to these Articles of Incorporation is:

Allen B. Blow, Esq.  
Baker, Donelson, Bearman, Caldwell & Berkowitz, P.C.  
420 20<sup>th</sup> Street North, Suite 1400  
Birmingham, Alabama 35203

#### **ARTICLE VI: EXEMPT STATUS**

The Corporation is a not-for-profit public benefit corporation and shall have no authority to issue capital stock. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

1. Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation exclusively for the charitable, scientific, and/or educational purposes of the Corporation within the meaning of Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine. Any assets not so distributed shall be distributed to one or more governmental units then described under Section 170(c)(1) of the Code, or to one or more organizations then described under Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, as the Board of Directors shall determine. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made to such governmental units then described under Section 170(c)(1) of the Code, or to such organization or organizations then described in Section 501(c)(3) of the Code and Section 170(c)(2) of the Code, as such court shall determine.

2. No part of the net earnings, assets or income of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, or be appropriated for any purposes other than the purposes of the Corporation as set forth herein. However, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it or on its behalf, pay reimbursements for expenses incurred on its behalf, and make payments and distributions in furtherance of the purposes set forth in Article III hercof.

3. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Code; and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

4. In the event the Corporation is a private foundation within the meaning of Section 509 of the Code for a taxable year, then notwithstanding any other provisions of these Articles or the Bylaws of the Corporation, the Corporation:

(a) shall make distributions at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Code;

(b) shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;

(c) shall not retain any excess business holdings, as defined in Section 4943(c) of the Code;

(d) shall not make any investments in a manner that would subject it to tax under Section 4944 of the Code; and

(e) shall not make any taxable expenditures, as defined in Section 4945(d) of the Code.

#### **ARTICLE VII: NO MEMBERS**

The Corporation shall not have members.

#### **ARTICLE VIII: OFFICERS**

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, along with such other officers and assistant officers as may be deemed necessary or desirable, each of whom shall be elected or appointed at such time, in such manner, and for such terms as may be prescribed in the Bylaws.

#### **ARTICLE IV: BYLAWS**

The provisions for the internal regulation and management of the affairs of the Corporation shall be set forth in the Corporation's Bylaws.

#### **ARTICLE V: INDEMNIFICATION**

The Corporation may indemnify its directors, officers, agents (including, without limitation, the incorporator), employees, and volunteers to the maximum extent permitted by applicable law.

#### **ARTICLE VI: NO PERSONAL LIABILITY**

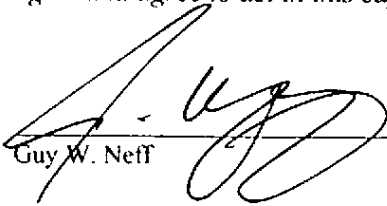
No individual director or officer of the Corporation (including, without limitation, the incorporator) shall be personally liable for the debts or obligations of the Corporation.

[Signatures appear on following page]

[Remainder of this page intentionally left blank]

**Written Acceptance of Appointment as Registered Agent:**

*Having been named as registered agent and 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.*


  
\_\_\_\_\_  
Guy W. Neff

Date: 23 JUN 2020

**Signature of Incorporator:**

The undersigned Incorporator of the Corporation has executed these Articles as of the date set forth next to such undersigned Incorporator's name below for the purposes of incorporating a Florida not for profit Corporation in accordance with the Act.

*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.*

  
\_\_\_\_\_  
Allen B. Blow

Date: June 25, 2020

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SECRETARY OF STATE  
TALLAHASSEE, FL