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2020 SEP 24 AM 11:21
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COVER LETTER

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

SUBJECT: INICC 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: Christopher DiSchino, Esq.
Name (Printed or typed)

1080 NE 92nd STREET
Address

MIAMI SHORES, FL 33138
City, State & Zip

786-581-2542
Daytime Telephone number

admin@dsmiami.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

of

INICC FOUNDATION, INC.,
a Florida not-for-profit corporation
("Corporation")

The undersigned Incorporator, for purposes of forming a Florida not-for-profit corporation under the Florida Not for Profit Corporations Act, hereby adopts the following Articles of Incorporation.

ARTICLE I **NAME**

The name of the Corporation is:

INICC FOUNDATION, INC.

ARTICLE II **PRINCIPAL AND MAILING ADDRESS**

The initial principal place of business of the Corporation shall be located at:

4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FLORIDA 33137

The mailing address of the Corporation is:

4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FLORIDA 33137

ARTICLE III **PURPOSE**

The specific purpose for which this Corporation is organized is:

THE CORPORATION IS ORGANIZED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, AND SCIENTIFIC PURPOSES, INCLUDING FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE OR AMENDMENT THERETO). WITHOUT LIMITING THE FOREGOING GENERAL PURPOSES OF THE CORPORATION, THE SPECIFIC PURPOSE

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MIAMI, FLORIDA

FOR WHICH THE CORPORATION IS ORGANIZED IS TO (I) CREATE A GLOBAL NETWORK IN ORDER TO JOIN EFFORTS TO REDUCE HEALTHCARE-ASSOCIATED INFECTIONS, THEIR ATTRIBUTABLE MORTALITY, BACTERIAL RESISTANCE, LENGTH OF HOSPITAL STAYS, AND HEALTHCARE COSTS; (II) STANDARDIZE HEALTHCARE-ASSOCIATED INFECTION SURVEILLANCE DEFINITIONS AND METHODOLOGY; (III) COLLABORATE IN THE DEVELOPMENT, ADAPTATION, PROMOTION, AND EDITION OF LOCAL GUIDELINES FOR THE CONTROL AND PREVENTION OF HEALTHCARE-ASSOCIATED INFECTIONS; (IV) ENHANCE THE SAFETY AND QUALITY OF HEALTH CARE IN HEALTHCARE FACILITIES; (V) OPTIMIZE ANTIMICROBIAL USE FOR PROPHYLAXIS OR TREATMENT; (VI) STIMULATE, SUPPORT, GUIDE, AND ADVISE ON THE DEVELOPMENT OF RESEARCH PROJECTS AIMED AT REDUCING HEALTHCARE-ASSOCIATED INFECTIONS; (VII) TRAIN HEALTHCARE WORKERS IN ORDER TO IMPROVE THEIR SKILLS FOR SCIENTIFIC RESEARCH; (VIII) FOSTER RELEVANT SCIENTIFIC EVIDENCE-BASED LITERATURE FOR THE SURVEILLANCE, PREVENTION, AND CONTROL OF HEALTHCARE-ASSOCIATED INFECTIONS; AND (IX) DESIGN AND COORDINATE SCIENTIFIC RESEARCH STUDIES TO ANALYZE THE CLINICAL AND COST-EFFECTIVENESS INFECTION CONTROL INTERVENTIONS.

ARTICLE IV
MANNER OF ELECTION OF DIRECTORS

The manner in which Directors are elected or appointed is provided in the Bylaws of the Corporation.

ARTICLE V
OFFICERS

The sole Officer of the Corporation shall be:

VICTOR D. ROSENTHAL
4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FLORIDA 33137

PVST

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

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

DISCHINO & SCHAMY, PLLC
2511 S. DIXIE HWY, SUITE C
WEST PALM BEACH, FLORIDA 33401

ARTICLE VII
INCORPORATOR

The name and address of the Incorporator is:

VICTOR D. ROSENTHAL
4770 BISCAYNE BLVD., SUITE 1280
MIAMI, FLORIDA 33138

ARTICLE VIII
BYLAWS

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL THE BYLAWS OF INICC FOUNDATION, INC. SHALL BE VESTED IN THE DIRECTORS OF THE CORPORATION, AS MORE SPECIFICALLY PROVIDED IN THE BYLAWS OF THE CORPORATION.

ARTICLE IX
BOARD OF DIRECTORS

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS.

ARTICLE X
LIMITATION OF ACTIVITIES

SECTION 1. NO PART OF THE NET EARNINGS OF THE CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, DIRECTORS, OFFICERS OR OTHER PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE EMPOWERED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE PAYMENTS AND DISTRIBUTIONS IN FURTHERANCE OF ITS SECTION 501(C)(3) PURPOSES.

SECTION 2. 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.

SECTION 3. 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 OR ORGANIZATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION

OF ANY FUTURE FEDERAL TAX CODE) OR (B) BY A CORPORATION OR ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTIBLE UNDER SECTION 170(C)(2) OF THE INTERNAL REVENUE CODE (OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.)

ARTICLE XI
DISSOLUTION

UPON THE DISSOLUTION OF THE CORPORATION, THE DIRECTORS OF THE CORPORATION SHALL, AFTER PAYING OR MAKING PROVISIONS FOR THE PAYMENT OF ALL OF THE LIABILITIES OF THE CORPORATION, DISTRIBUTE ALL THE RESIDUAL ASSETS OF THE CORPORATION TO SUCH ORGANIZATION OR ORGANIZATIONS ORGANIZED AND OPERATED EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL, RELIGIOUS OR SCIENTIFIC PURPOSES WHICH, AT THE TIME OF SUCH DISPOSITION, QUALIFY AS AN EXEMPT ORGANIZATION OR ORGANIZATIONS UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE, OR 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.

ARTICLE XII
AMENDMENTS

THESE ARTICLES OF INCORPORATION MAY BE AMENDED BY THE DIRECTORS OF THE CORPORATION IN ACCORDANCE WITH THE PROCEDURE SET FORTH IN CHAPTER 617, FLORIDA STATUTES, AS MAY BE AMENDED FROM TIME TO TIME.

INCORPORATOR:

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.

By: _____

Victor Rosenthal

REGISTERED AGENT:

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.

By: _____

Christopher A. DiSchino, Esq.

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DEPT. OF STATE
CORPORATION DIVISION

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