

N21 000000 9602

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

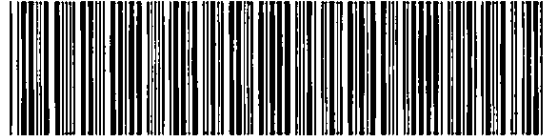
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600372043146

08/27/21--01009--005 **35.00

2021 SEP 17 PM 3:45

SEP 17 2021

Amended
Restated

SEP 20 2021

I ALBRITTON



RECEIVED

2021 SEP 17 AM 8:09

FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 9, 2021

DR. DAWN MACLAUGHLIN
2222 EDELWEISS LOOP
TRINITY, FL 34655

SUBJECT: RISE ABOVE PARKINSONS, INC.
Ref. Number: N21000009602

We have received your document for RISE ABOVE PARKINSONS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist III

Letter Number: 921A00021779

August 13, 2021

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

Subject: Rise Above Parkinsons, Inc.
Ref. Number: N21000009602

To whom it may concern,

This letter certifies that the attached Amended and Restated Articles of Incorporation for Rise Above Parkinsons, Inc. was adopted by unanimous vote of the Board of Directors on or about August 12, 2021 and does not contain any amendments requiring member approval.

A handwritten signature in black ink, appearing to read "Dawn MacLaughlin", with a long horizontal flourish extending to the right.

Dawn MacLaughlin,
President, Rise Above Parkinsons, Inc.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RISE ABOVE PARKINSONS, INC.
(Document Number: N21000009602)**

2021 SEP 17 PM 3:45

Pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, this Florida Not for Profit Corporation adopts the following Articles of Incorporation ("Articles").

ARTICLE I

NAME

The name of the Corporation shall be Rise Above Parkinsons, Inc.

ARTICLE II

CORPORATE ADDRESS AND REGISTERED OFFICE AND AGENT

The principal place of business and mailing address of the Corporation is 2222 Edelweiss Loop, Trinity, Florida 34655.

ARTICLE III

PURPOSES AND POWERS

Section I. This Corporation is organized and shall be organized and operated exclusively for the provision of charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code; and to invest in, receive, hold, use and dispose of all property, real or personal, as may be necessary or desirable to

carry into effect the aforementioned purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain educational and charitable activities and to take any other action that, from time to time, shall further the said purposes.

Section 2. It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended.

Section 3. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 4. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by

Section 4942 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 5. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 6. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 7. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 8. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

Section 9. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or the regulations issued thereunder as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(e)(2) of the Code and regulations issued thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV

BOARD OF DIRECTORS

This Corporation shall have a minimum of three (3) and maximum of nine (9) Directors. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws, however there shall never be less than three (3).

Directors shall be elected annually by the Members of the Corporation, at the annual meeting, in accordance with the provisions of the Bylaws.

ARTICLE V

DIRECTORS

Dawn MacLaughlin, PhD
2222 Edelweiss Loop
Trinity, FL 34655

Wayne MacLaughlin
2222 Edelweiss Loop
Trinity, FL 34655

Pnina Levermore
JCC on the Cohn Campus
13009 Community Campus Drive
Tampa, FL 33625

Quita Remick
943 E Hermosa Dr
Tempe AZ 85282

Fiona Melvin, CFP
Edward Jones
1700 N McMullen Booth Rd Ste A-4
Clearwater FL 33759

ARTICLE VI

REGISTERED AGENT

The name of the Registered Agent of this Corporation is Dawn MacLaughlin and the street address of the registered office of this Corporation is 2222 Edelweiss Loop, Trinity, Florida 34655.

ARTICLE VI

INCORPORATOR

The name of the Incorporator of this Corporation is Dawn MacLaughlin and the street address of the incorporator of this Corporation is 2222 Edelweiss Loop, Trinity, Florida 34655.

ARTICLE VII

COMMENCEMENT OF EXISTENCE

The Corporation is formed by the filing of Articles of Incorporation effective September 1, 2021. The Corporation shall have perpetual duration.

ARTICLE VIII

AMENDMENT

Unless otherwise set forth herein, this Corporation reserves the right, in accordance with the Florida Not For Profit Corporation Act, to amend, alter, modify, or repeal any provision or provisions contained in Articles of Incorporation or any amendment hereto.

ARTICLE IX

DISSOLUTION

This Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) Remaining assets shall be distributed to one or more organizations qualifying under the provisions of Section 501(c)(3) of the Code and its Regulations as they now exist or they may hereafter be amended, as determined in the plan to dissolve adopted in the manner set forth above in this Article IX.

ARTICLE X

ADOPTION

These Articles of Incorporation were adopted by unanimous vote of the Corporation's Board of Directors on or about August 12, 2021 and does not contain any amendments requiring member approval.

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.

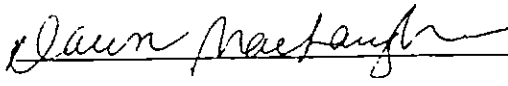
_____

Required Signature of Registered Agent

August 12, 2021

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 Registered Agent

August 12, 2021

Date