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(City/State/Zip/Phone #)

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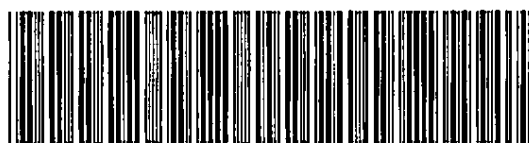
(Business Entity Name)

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CFL



Gerald S. Duty  
(305) 491-5111  
gerald@geraldlduty.com

November 18, 2021

**VIA REGULAR MAIL**

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

Dear Sir or Madam:

Attached for filing, please find the Articles of Incorporation for Sebastian Positivity Foundation, Inc., along with a check for filing fees in the amount of \$70.00.

If you have any questions, please do not hesitate to call me at 305-491-5111.

Sincerely,

A handwritten signature in black ink, appearing to be 'G. Duty'.

Gerald Duty

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**ARTICLES OF INCORPORATION**  
**OF THE**  
**SEBASTIAN POSITIVITY FOUNDATION, INC.**

Pursuant to the provisions of Chapter 617, Florida Statutes, we adopt the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is the Sebastian Positivity Foundation, Inc.

**ARTICLE II**  
**Principal Office**

The principal office and mailing address of the corporation is 11301 S. Dixie Highway, No. 565421, Miami, Florida 33256. The Board of Directors or an officer of the corporation acting under the authority of the Board of Directors is authorized to change the principal office of the corporation from time to time without amendment to these articles of incorporation.

**ARTICLE III**  
**Duration**

The duration of the corporation is perpetual unless sooner dissolved by the officers or directors as provided for by the laws of Florida.

**ARTICLE IV**  
**Purpose**

The corporation is organized for the purpose of promoting, facilitating or providing medical and ancillary care and support for cancer patients.

**ARTICLE V**  
**Board of Directors**

The authority for all affairs of the corporation shall be in the Board of Directors who shall have and may exercise all powers of the corporation as permitted by federal and state law, these articles of incorporation and the bylaws of the corporation as from time to time in effect. There shall be no fewer than two (2) members of the Board of Directors. The method of election of the members of the board of directors shall be provided for in the bylaws.

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**ARTICLE VI**  
**Not for Profit**

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, 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 these articles.

**ARTICLE VII**  
**Distribution of Assets Upon Dissolution**

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 of 1986, or corresponding sections 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 county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII**  
**Members**

The membership of the corporation shall consist of all members of the Board of Directors and all other persons as may, from time to time hereafter, be elected to membership by the Board of Directors. Qualification for membership may be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors may from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

**ARTICLE IX**  
**Incorporator**

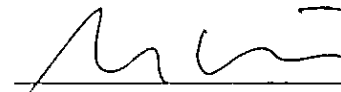
The name and address of the incorporator is Gerald Duty, 260 Crandon Boulevard, Suite 32252, Key Biscayne, Florida 33149.

**ARTICLE X**  
**Registered Agent**

The street address of the registered office of the Corporation is 11301 S. Dixie Highway, No. 565421, Miami, Florida 33256 and the name of the registered agent of the Corporation at that address is Manuel Gonzalez.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hands as of the 15 day of November, 2021.

INCORPORATOR

  
\_\_\_\_\_  
Gerald Duty

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CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**


**WITNESSETH**

Sebastian Positivity Foundation, Inc. has designated Manuel Gonzalez, 11301 S. Dixie Highway, No. 565421, Miami, Florida 33256 as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to set in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 617.0501, Florida Statutes.

Dated this 15 day of November, 2021.

  
Manuel Gonzalez

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

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