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**FLORIDA PROFIT/NON PROFIT CORPORATION  
TCP HEALTH ADVISORS INC.**

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**ARTICLES OF INCORPORATION  
OF  
TCP HEALTH ADVISORS INC.  
(A Florida Not For Profit Corporation)**

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act (the "Act"), as set forth in Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the corporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **TCP HEALTH ADVISORS INC.** (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE; REGISTERED AGENT**

The initial principal place of business and mailing address of the Corporation shall be 120 Casa Bendita, Palm Beach, Florida 33480.

The name and street address of the initial registered agent of the Corporation is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE III  
PURPOSES**

3.1 The Corporation is a not-for-profit corporation and is organized and shall be operated exclusively for charitable, scientific, or educational purposes

3.2 The purposes of the Corporation shall include, but not be limited to, advising one or more parties engaged in the use of cannabinoid based therapies (CBT's) for symptom relief in the aging population.

3.3 No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or to any other person (except that the Corporation may pay reasonable compensation for services rendered for or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3.4 The Corporation shall not participate, directly or indirectly, 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.

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3.5 Upon the dissolution of the Corporation, the board of directors (the "Board") of the Corporation will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner consistent with the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, educational or charitable purposes. Any assets not disposed of in accordance with this section for any reason shall be disposed of by the proper Court of the county in which the principal office of the Corporation is then located, as such Court shall determine.

**ARTICLE IV  
BYLAWS**

The Board may adopt and amend the Bylaws of the Corporation (the "Bylaws") for the conduct of its business and the carrying out of its purposes as the Board may deem necessary from time to time, and as shall be set forth with more particularity in the Bylaws.

**ARTICLE V  
DIRECTORS AND OFFICERS**

The Board shall initially consist of one (1) director. The number of directors and the manner in which the members of the Board are elected or appointed shall be as provided in the Bylaws. The name and address of the initial director of the Corporation is:

<u>Name</u>	<u>Address</u>
HOWARD J. KESSLER	120 Casa Bendita Palm Beach, Florida 33480

The Board shall elect the following officers: President, Treasurer, and Secretary, and such other officers as the Bylaws may authorize the directors to elect from time to time. The manner in which the officers of the Corporation are elected or appointed shall be as provided in the Bylaws. The powers and duties of the officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in the Bylaws.

**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator of the Corporation is **RICHARD J. SNYDER**, whose address is 100 High Street, Suite 2400, Boston, Massachusetts 02110.

**ARTICLE VII  
MEMBERSHIP**

The Corporation shall have no members.

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## ARTICLE VIII INDEMNIFICATION

8.1 The Corporation will, pursuant to Section 617.0831 of the Act or any successor indemnification provision, and to the extent legally permissible, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, committee members, officer, employee or agent of the Corporation or any advisory board to the Corporation (or is or was serving at the request of the Corporation as a trustee, director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise), against all liabilities and expenses (including attorneys' fees), judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with any such action, suit or proceeding. Expenses, including counsel fees, reasonably incurred by any such director, committee members, officer, employee or agent in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such director, committee members, officer, agent or employee to repay the amounts so paid to the Corporation if it is ultimately determined that indemnification is not authorized hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director, committee members, officer, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators, and a "disinterested" director is one against whom in such capacity the proceeding in question or another proceeding of the same or similar grounds is not then pending. The Board may authorize the Corporation to purchase and maintain insurance on behalf of any person who is or was a director, committee members, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, director, officer, partner, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of his or her status as such.

8.2 No director or officer of the Corporation shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Act as the same exist or may hereafter be amended. As used in this paragraph, the terms "director" and "officer" include their respective heirs, executors and administrators.

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**ARTICLE IX  
AMENDMENT**

These Articles of Incorporation may be amended or amended and restated only by a vote of a majority of the members of the Board at a meeting at which a quorum of the members of the Board is present.

**ARTICLE X  
EFFECTIVE DATE**

The Corporation's existence shall become effective as of February 9, 2022.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 9th day of February 2022.

  
\_\_\_\_\_  
RICHARD J. SNYDER, Incorporator

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**CONSENT OF REGISTERED AGENT  
OF  
TCP HEALTH ADVISORS INC.**

The undersigned, **CORPORATION SERVICE COMPANY**, hereby accepts appointment as the initial registered agent of **TCP HEALTH ADVISORS INC.**, a Florida Not For Profit Corporation, and accepts the obligations provided for in Section 617.0501 of the Act.

**CORPORATION SERVICE COMPANY**

By: *Harry B Davis*

Name: Harry B Davis

Title: Asst VP

Date: 2/9/22

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