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## FLORIDA PROFIT/NON PROFIT CORPORATION FELLOWS FORUM, INC.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

## ARTICLES OF INCORPORATION

of

### FELLOWS FORUM, INC.

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "*Corporation*") not-for-profit under the Florida Not-for-Profit Corporation Act and other laws of the State of Florida (*Florida Statutes Chapter 617*).

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#### ARTICLE I Name and Address

The name of the Corporation is **FELLOWS FORUM, INC.** The street address of the initial principal office and mailing address is **One Boca Place, 2255 Glades Road, #228W, Boca Raton, FL 33431.** The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

#### ARTICLE II Purposes

The purposes for which the Corporation is formed are exclusively educational, for scientific research and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "*Code*") and the purposes of the Corporation are limited exclusively to the educational and charitable purposes set forth below. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for educational and charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for educational and charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for educational and charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of educational and charitable purposes.

The primary purpose of this Corporation is to organize and manage educational conferences for fellows and clinicians in the field of Rheumatology and develop and disseminate patient education materials and programs. In addition, the Corporation may sponsor research in the field of Rheumatology and seek public and private funding for such research.

#### ARTICLE III Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes

for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

#### **ARTICLE IV** **Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u><b>Name</b></u>	<u><b>Address</b></u>
Rodney Daniel, M.D.	106 State Street East Oldsmar, FL 34677
Robert Levin, M.D.	1831 N. Belcher Rd, Suite D Clearwater, FL 33765
Andrew Ripps	One Boca Place, 255 Glades Road, #228W Boca Raton, FL 33431
Yoshi Barreirinhas	1701 Highway A1A, Suite 300 Vero Beach, FL 32963
Sunny Patel, M.D.	DFW Rheumatology 106 Plaza Drive Red Oak, TX 75154

#### **ARTICLE V** **Officers**

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert Levin, M.D.	Chairman	1831 N. Belcher Rd, Suite D Clearwater, FL 33765
Rodney Daniel, M.D.	President	106 State Street East Oldsmar, FL 34677
Sunny Patel, M.D.	Vice President	DFW Rheumatology 106 Plaza Drive Red Oak, TX 75154
Yoshi Barreirinhas	Treasurer	1701 Highway A1A, Suite 300 Vero Beach, FL 32963
Andrew Ripps	Secretary	One Boca Place, 255 Glades Road, #228W Boca Raton, FL 33431

#### **ARTICLE VI Incorporator**

The name of the incorporator is Vitauts M. Gulbis. The street address of the incorporator is **401 E. Jackson Street, Suite 3100, Tampa, FL 33602.**

#### **ARTICLE VII Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is **911 Chestnut Street, Clearwater, FL 33756**, and the name of the initial registered agent at such address is **Chestnut Business Services, LLC.**

#### **ARTICLE VIII Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

#### **ARTICLE IX Amendments**

Amendments to these Articles of Incorporation shall be approved by the Board of Directors by a majority present at a meeting duly called in accordance with the Bylaws of the Corporation.

## **ARTICLE X**

### **Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or any organization, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have no capital stock, pay no dividends, and shall not distribute any part of its net income or assets to any members, Directors or officers.

Although the Corporation is not intended to be a private foundation, as defined in Section 509(a) of the Code, without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be determined to be a private foundation, it shall not:

- (i) fail to 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 Code;
- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Code.

## **ARTICLE XI**

### **Dissolution**

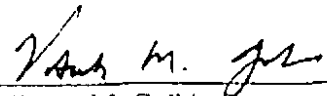
Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. 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 XII**  
**Term of Existence**

The Corporation shall have perpetual existence.

**IN WITNESS WHEREOF**, the undersigned incorporator executed these Articles of Incorporation this 13<sup>th</sup> day of February, 2023.

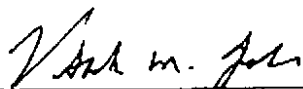
  
\_\_\_\_\_  
Vitauts M. Gulbis, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

**CHESTNUT BUSINESS SERVICES, LLC**

Date: February 13, 2023

By:   
\_\_\_\_\_  
Vitauts M. Gulbis, Vice President