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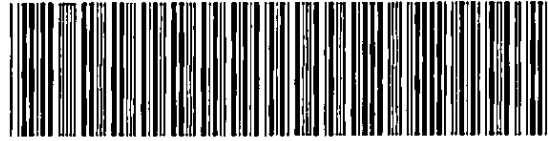
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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SOUTH DAKOTA

02/29/23--01011--017 **128.75

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DIRECTOR'S OFFICE
SOUTH DAKOTA
SIOUX FALLS, FLORIDA

18



Filing Cover Sheet

To: Florida Division of Corporations

From: TAYLOR SEAY C/O Capitol Services, Inc.

Date: 3/29/2023

Trans#: 1371199

Entity Name: PATIENTRIGHTSADVOCATE.ORG INC. (MA) /
DOMESTICATING TO PATIENTRIGHTSADVOCATE.ORG INC. (FL) /

Articles Incorporation/Formation ()	Articles of Amendment ()
Articles of Dissolution ()	Annual Report ()
Conversion ()	Fictitious Name ()
Foreign Qualification ()	Limited Liability ()
Limited Partnership ()	Merger ()
Reinstatement ()	Withdrawal / Cancellation ()
Other (XX- DOMESTICATION) /	

STATE FEES PREPAID WITH CHECK# 3257 FOR \$128.75 /

PLEASE RETURN:

<u>Certified Copy (XX)</u>	Plain Photocopy ()
Good Standing ()	Certificate of Fact ()



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 30, 2023

CAPITOL SERVICES

SUBJECT: PATIENTRIGHTSADVOCATE.ORG, INC.
Ref. Number: W23000042770

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ALABAMA

We have received your document for PATIENTRIGHTSADVOCATE.ORG, INC.. However, the document has not been filed and is being returned for the following:

The document must have original signatures.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

If you have any further questions concerning your document, please call (850) 245-6000.

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 023A00007316

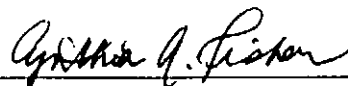
**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

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SECRET
TOLSON

The undersigned, Cynthia Fisher, Director
(Name) (Title)
of PATIENTRIGHTSADVOCATE.ORG INC. a foreign Corporation
(Corporation Name)
in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 1, 2017.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Massachusetts.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was PATIENTRIGHTSADVOCATE.ORG INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is PATIENTRIGHTSADVOCATRE.ORG INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Massachusetts
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am Director, of PATIENTRIGHTSADVOCATE.ORG INC.
and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 23rd day of March, 2023



(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

PLAN OF DOMESTICATION

This Plan of Domestication has been adopted by PATIENTRIGHTSADVOCATE.ORG INC., a Massachusetts corporation (the "Company"), as of March 23 2023.

WHEREAS, the Company is a corporation duly organized and existing under the laws of the State of Massachusetts as a Nonprofit corporation.

WHEREAS, the Company wishes to change its state of incorporation from Massachusetts to Florida by domesticating in Florida on the terms set forth herein; and

WHEREAS, the board of directors of the Company have each adopted a resolution approving this Plan of Domestication.


NOW THEREFORE, the Company agrees as follows:

1. The Company shall convert from a Massachusetts corporation to a Florida corporation by domesticating in Florida pursuant to FL Stat § 617.1803, Domestication of Foreign Not-For-Profit Corporations of the Florida General Corporation Law, and M.G.L.A. c156D § Section 9.23. Surrender of Charter Upon Domestication of the Massachusetts (the "Domestication"). Following the Domestication, the Company shall be governed by the laws of the State of Florida.

2. The existence of the Company as a corporation in Massachusetts shall cease when the Articles of Incorporation filed in Florida become effective.

3. The Company will maintain the same number of Directors upon domestication.

This Plan of Domestication has been adopted by the Board of Directors of PATIENTRIGHTSADVOCATE.ORG INC. as of the date set forth above.


Cynthia Fisher
Chairperson

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ARTICLES OF INCORPORATION
OF
PATIENTRIGHTSADVOCATE.ORG INC.

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a not-for-profit corporation under the provisions of the Florida Statutes.

ARTICLE I
NAME

The name of this corporation is PATIENTRIGHTSADVOCATE.ORG INC.

ARTICLE II
PURPOSES AND POWERS

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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 objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

(a) To receive, maintain, and administer a fund of real and personal property, derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such a fund exclusively for charitable purposes;

(b) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation;

(c) In furtherance of the preceding objects and purposes, the Corporation shall have and may exercise all of the rights, powers, privileges, and immunities now or subsequently conferred upon nonprofit corporations organized under the laws of the State of Florida.

The corporations may carry out the purposes hereinabove set forth in any state, territory, district, possession, dependency or other political subdivision of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependency or political subdivision of the United States of America or by such foreign country.

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ARTICLE III EXISTENCE

The Corporation shall have a perpetual existence. The corporate existence will commence upon the filing of these Articles by the Department of State.

ARTICLE IV MEMBERSHIP

(a) The regular members of the Corporation shall consist of the Directors of PATIENTRIGHTSADVOCATE.ORG INC. Election of a Director pursuant to Article VII (a) hereof shall constitute election of said individual as a regular member, and termination of a Director for any reason shall constitute termination as a Regular Member hereunder.

(b) There shall be such honorary members, if any, as the By-laws shall authorize. No honorary member shall be entitled to participate in the affairs of the Corporation, and in no event shall honorary membership in this Corporation vest any interest in the assets of the Corporation in any such honorary member.

ARTICLE V LIMITATIONS

(a) Other provisions of these Articles of Incorporation, notwithstanding, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any United States Internal Revenue law; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any future United States Internal Revenue law, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any future United States Internal Revenue law.

(b) The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(c) The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law.

(d) This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

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CLERK OF DISTRICT COURT
JUDICIAL DISTRICT OF FLORIDA
NORTH PALM BEACH COUNTY

(e) In the event of dissolution, the residual assets of the organization will be turned over to no less than three (3) or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local government for a public purpose. Any such assets not so disposed of shall be disposed of in the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes. The period of dissolution if permitted by law, shall be sixty (60) months from the date of occurrence of the determination to dissolve or dissolution by operation of law.

(f) No part of the income of the Corporation shall inure to the benefit of any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(g) Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Cynthia Fisher, c/o Jacqueline S. Miller, Esq., Nelson Mullins Riley & Scarborough LLP, 360 S. Rosemary Avenue, Suite 1410, West Palm Beach, FL 33401.

ARTICLE VII
MANAGEMENT

The affairs of the Corporation shall be managed by the Officers pursuant to the direction of the Board of Directors.

(a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of this Corporation shall initially consist of three; provided, however, that such number may be changed in accordance with the By-laws, and the number of Directors shall never be less than three (3).

The Board of Directors shall be a self-perpetuating body and shall be elected and shall serve for such terms and until such time as shall be set forth in the By-laws. In the event any vacancies shall occur because of death, resignation, incapacity to act, or

removal of a Director, the then remaining Directors shall, within a reasonable time, fill the vacancy or vacancies. If in the event the vacancy is created by resignation, the resigning Director shall have the authority to nominate a replacement Director. The appointment shall be subject to majority approval by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation or By-laws may be taken without a meeting if the total Board of Directors shall individually or collectively consent in writing to such action; such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors.

The names and addresses of such members of the present Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Linda Bent	3 Notch Road Walpole, MA 02081
Ilaria Santangelo	688 Boston Post Road Weston, MA 02493
Cynthia Fisher	c/o Jacqueline S. Miller, Esq. Nelson Mullins Riley & Scarborough LLP 360 S. Rosemary Avenue, Suite 1410 West Palm Beach, FL 33401

(b) Officers. The Officers of the Corporation shall consist of the President, Vice President, Secretary and Treasurer. The Officers shall be elected by the Board of Directors for the terms and at the times as set forth in the By-laws.

The duties and powers of the Officers shall be as set forth in the By-laws.

ARTICLE VIII PRINCIPAL PLACE OF BUSINESS AND MAILING ADRESS

The principal place of business of the corporation is 360 S. Rosemary Avenue, Suite 1410, West Palm Beach, FL 33401. The mailing address of the corporation is c/o Jacqueline S. Miller, Esq., Nelson Mullins Riley & Scarborough LLP, 360 S. Rosemary Avenue, Suite 1410, West Palm Beach, FL 33401. The Board of Directors may, from time to time, change the principal place of business and mailing address to any other address within or without the State of Florida.

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ARTICLE IX
REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is Capitol Corporate Services, Inc. 515 East Park Avenue, 2nd Floor, Tallahassee, FL 32301.

The Board of Directors may, from time to time, redesignate said registered agent and/or move the registered office to any other address within or without the State of Florida.

ARTICLE X
MISCELLANEOUS

By-laws. Subject to the limitations contained in the Articles of Incorporation, the By-laws, the Corporations Not-for-Profit Law of Florida, Chapter 617, the By-laws of this Corporation may be made, altered, rescinded, added to, or new By-laws may be adopted, either by a resolution of the Board of Directors or by following the procedures set forth therefore in the By-laws.

Articles of Amendment. Amendments to these Articles of Incorporation may be proposed and adopted by two-thirds (2/3) vote of the Board of Directors at any properly constituted meeting of the Directors or by written consent of the total Board of Directors.



Cynthia Fisher
Incorporator

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SECRETARY
TALLAHASSEE, FL 32301

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated as of the 14th day of April, 2023

Taylor Seay
ASST. Sec. on behalf of
Capitol Corporate Services, Inc.

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SEC.
CLERK OF SUPERIOR COURT
STATE OF MISSISSIPPI