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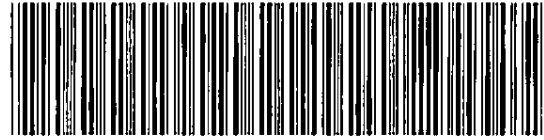
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2023 OCT 17 7:25

COVER LETTER

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

SUBJECT: THE STANLEY L GORDON FOUNDATION FOR ORTHOPEDIC CLINICAL RESEARCH INC
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Abdelrahman Zeini

Name (Printed or typed)

422 S Alafaya Trail Ste 17

Address

Orlando, FL 32828

City, State & Zip

407-381-2505

Daytime Telephone number

abdelz@zeinilaw.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2023

ABDELRAHMAN ZEINI
422 S ALAFAYA TRAIL, STE 17
ORLANDO, FL 32828 US

SUBJECT: THE STANLEY L. GORDON FOUNDATION FOR ORTHOPEDIC
CLINICAL RESEARCH INC.
Ref. Number: W23000126072

We have received your document for and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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.

The registered agent must sign accepting the designation.

Please remove an reference towards a "Benefit Corporation" as this phrase is associated with a Profit Corporation and this is establishing as a Non-Profit Corporation .,

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

Summer Chatham
Regulatory Specialist III
Director's Office

Letter Number: 823A00021210

2020-01-20 PM 7:26

**ARTICLES OF INCORPORATION OF
THE STANLEY L GORDON FOUNDATION FOR ORTHOPEDIC CLINICAL
RESEARCH, INC**

The undersigned Abdelrahman M Zeini acting as incorporator of a corporation under the Florida Not For Profit Corporation Act adopts the following articles of incorporation:

Article I: Name

The name of the corporation is THE STANLEY L GORDON FOUNDATION FOR ORTHOPEDIC CLINICAL RESEARCH, INC.

Article II: Purpose

This corporation is organized exclusively for the purposes of advancement of orthopedic clinical knowledge, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

Article III: Duration

The corporation shall have perpetual duration.

Article IV: Tax Exemption Requirements

- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V: Restrictions on Private Foundations

THE STANLEY L GORDON FOUNDATION FOR ORTHOPEDIC CLINICAL RESEARCH INC

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

- (a) 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 the corresponding section of any future federal tax code.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI: No Members

The corporation shall have no members.

Article VII: Registered Office and Agent

The street address of the initial registered office of the corporation is: 422 S Alafaya Trail Ste 17, Orlando, Florida 32828. The name of the original registered agent at such address is Abdelrahman M Zeini.

Article VIII: Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the corporation shall be three; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these articles as the first Board of Directors shall hold office until the first meeting of members to be held on January 2, 2024 at 1pm at 422 S Alafaya Trail Ste 17, Orlando, Florida 32828, at which time an election of directors shall be held.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of years until the fourth annual meeting of members following the election of directors and until the qualification of their successors in office.

Annual meetings shall be held at Orlando, Florida on January 2, 2024 of each year at the principal office of the corporation or as such other places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Jeffrey M. Kerina	422 S Alafaya Trail Ste 17 Orlando, Florida 32828
Ibrahim M Zeini	422 S Alafaya Trail Ste 17 Orlando, Florida 32828
Abdelrahman M Zeini	422 S Alafaya Trail Ste 17 Orlando, Florida 32828

Article IX: Incorporators

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Abdelrahman M Zeini	422 S Alafaya Trail Ste 17 Orlando, Florida 32828

Article X: Officers

The Board of Directors shall elect the president, vice president, treasurer, secretary, and such

THE STANLEY L GORDON FOUNDATION FOR ORTHOPEDIC CLINICAL RESEARCH INC

other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
Ibrahim M Zeini	422 S Alafaya Trail Ste 17 Orlando, Florida 32828
Abdelrahman M Zeini	422 S Alafaya Trail Ste 17 Orlando, Florida 32828
Jeffrey M Kerina	422 S Alafaya Trail Ste 17 Orlando, Florida 32828

Article XI: Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

Article XII: Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

Article XIII: Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section 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 a court of competent jurisdiction 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 such court shall determine, that are organized and operated exclusively for such purposes.

Article XIV: Amendments

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of 2/3 of a quorum of members of the corporation.

Article XV: Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on August 21, 2023.

By: 
Abdelrahman M Zeini, Incorporator

I, the undersigned am familiar with and hereby accept the duties and responsibilities of Registered Agent.

By: 
Abdelrahman M Zeini, Registered Agent

2023 AUG 21 7:25

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The corporation shall have perpetual duration.

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- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V: Restrictions on Private Foundations

THE STANLEY L GORDON FOUNDATION FOR ORTHOPEDIC CLINICAL RESEARCH INC

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Directors elected at the first annual meeting and at all times thereafter shall serve for a term of years until the fourth annual meeting of members following the election of directors and until the qualification of their successors in office.

Annual meetings shall be held at Orlando, Florida on January 2, 2024 of each year at the principal office of the corporation or as such other places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

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THE STANLEY L GORDON FOUNDATION FOR ORTHOPEDIC CLINICAL RESEARCH INC

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other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
Ibrahim M Zeini	422 S Alafaya Trail Ste 17 Orlando, Florida 32828
Abdelrahman M Zeini	422 S Alafaya Trail Ste 17 Orlando, Florida 32828
Jeffrey M Kerina	422 S Alafaya Trail Ste 17 Orlando, Florida 32828

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By: _____

Abdelrahman M Zeini, Incorporator

I, the undersigned am familiar with and hereby accept the duties and responsibilities of Registered Agent.

By: _____

Abdelrahman M Zeini, Registered Agent

2023 AUG 26