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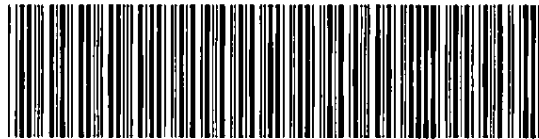
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**2023 NOV 21 AM 12:16**

**SECRETARY OF STATE  
TALLAHASSEE, FL**

# ARTICLES OF INCORPORATION

FOR

## DEATH TO DEMENTIA, INC.

The undersigned incorporator of a not-for-profit corporation (the "Corporation") under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation for such Corporation:

### ARTICLE I

#### CORPORATE NAME

The name of the Corporation is:

Death to Dementia, Inc.

### ARTICLE II

#### CORPORATE OFFICE AND MAILING ADDRESS

The street address of the principal office of the Corporation will be:

14500 Beach Blvd  
Jacksonville, FL 32250

The mailing address for the Corporation will be:

14500 Beach Blvd  
Jacksonville, FL 32250

### ARTICLE III

#### DURATION

Existence of the Corporation shall commence as of November 16, 2023. The Corporation shall exist in perpetuity.

### ARTICLE IV

#### PURPOSE THE CORPORATION

The Corporation is organized exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, and not for pecuniary profit.

Specifically, the Corporation is organized for the purpose of:

1. to increase awareness and raise funding for families facing Alzheimer's Disease and other Dementias.

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TALLAHASSEE, FL

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 tax under §501(c)(3) of the Internal Revenue Code, as may be amended.

## **ARTICLE V**

### **POWERS AND RESTRICTIONS**

The powers of the Corporation shall be as provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, but subject to the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to directors, officers or any other private individual or interest. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. The Corporation shall not engage in propaganda, nor shall the Corporation attempt to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.
4. The Corporation shall not participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.

## **ARTICLE VI**

### **REGISTERED AGENT AND STREET ADDRESS OF REGISTERED OFFICE**

The initial registered agent will be:

Lindsay Amerault

The registered office for such agent will be at:

4315 Coquina Drive  
Jacksonville, FL 32250

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator is:

**Zachary R. Roth**  
c/o Ansbacher Law, P.A.  
8818 Goodbys Executive Drive  
Jacksonville, Florida 32217

**ARTICLE VIII**  
**MEMBERSHIP**

Pursuant to §617.0601 Florida Statutes, the Corporation will have no members.

**ARTICLE IX**  
**INITIAL BOARD OF DIRECTORS**

The directors of the Corporation shall be elected or appointed in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event shall the number of directors be fewer than three.

The initial directors of the Corporation and their addresses are:

**Lindsay Amerault**  
4315 Coquina Drive,  
Jacksonville, FL 32250

**Scott Whatley**  
4315 Coquina Drive,  
Jacksonville, FL 32250

**Alexandra McGourty**  
1822 Selva Drive  
Atlantic Beach, FL 32233

**ARTICLE X**  
**CORPORATE OFFICERS**

The officers of the Corporation shall be as provided in the bylaws. Officers shall be elected or appointed as provided in the bylaws.

**ARTICLE XI**  
**INDEMNITY AND HOLD HARMLESS**

The Corporation indemnifies and holds harmless each director and officer against all expenses, Claims, losses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding to which such director or officer may be a party, or in which he or she may become involved, by reason of having served or serving as a director or officer of the Corporation. This indemnity shall apply to both current and former directors and officers. In the event of the death of any person having a right of indemnification under this provision, such right shall inure to the benefit of such person's heirs, executors, administrators, and personal representatives. A director or officer shall promptly notify the Corporation of any action, claim or loss which is covered by this indemnity and hold harmless agreement and cooperate with the Corporation in the defense of against any action or claim.

However, the indemnity and hold harmless agreement referenced in the preceding paragraph will not apply to a director or officer adjudged to be liable for willful malfeasance or misfeasance.

The foregoing right of indemnification shall be in addition to, and not in lieu of, any right of indemnity inuring to a present or former director or officer under statute or common law.

**ARTICLE XII**  
**BYLAWS**

The bylaws of the Corporation shall be established by the initial directors of the Corporation by majority vote. Going forward, the bylaws shall be amended as provided in the bylaws.


**ARTICLE XIII**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended upon the affirmative vote of not less than seventy-five (75%) percent of directors serving at the time of the amendment. Procedures regarding amending these Articles of Incorporation shall otherwise be as provided in the bylaws.

**ARTICLE XIV**  
**DISSOLUTION**

Upon dissolution and upon payment or adequate discharge of all the Corporation's liabilities and obligations, the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, or shall be distributed to a State or the Federal government for a public purpose.

**IN WITNESS WHEREOF**, the undersigned incorporator of this Corporation has set his hand and seal this 16<sup>th</sup> day of November, 2023.



\_\_\_\_\_  
Zachary R. Roth, Incorporator

**CERTIFICATE OF REGISTERED AGENT**

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Death to Dementia, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Lindsay Amerault, a Florida professional corporation, 4315 Coquina Drive, Jacksonville, FL 32250 as its agent to accept service of process within the State of Florida.




\_\_\_\_\_  
Lindsay Amerault

**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned is familiar with and accepts such appointment, and the obligations thereof, and agrees to act in this capacity, and to comply with the provisions of law relating to keeping said office open.

Lindsay Amerault  
a Florida professional corporation

By: 

\_\_\_\_\_  
Lindsay Amerault  
"Registered Agent"

2023 NOV 21 AM 12:17  
CLERK OF STATE  
TALLAHASSEE, FL

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Status	<ul style="list-style-type: none"> <li>Signed</li> </ul>

## Document History



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**11 / 16 / 2023**

14:27:58 UTC

Sent for signature to Lindsay Amerault  
(lindsayamerault@gmail.com) from chat@ansbacher.net  
IP: 50.235.49.162



VIEWED

**11 / 16 / 2023**

14:31:29 UTC

Viewed by Lindsay Amerault (lindsayamerault@gmail.com)  
IP: 76.242.34.173



SIGNED

**11 / 16 / 2023**

14:33:43 UTC

Signed by Lindsay Amerault (lindsayamerault@gmail.com)  
IP: 76.242.34.173



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**11 / 16 / 2023**

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The document has been completed.