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(City/State/Zip/Phone #)

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(Business Entity Name)

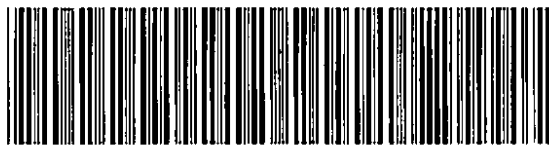
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FLORIDA CAPITAL COURIER SERVICES, INC
2330 CLARE DRIVE
TALLAHASSEE, FL 32309
(850) 524-5437
(850) 524-624

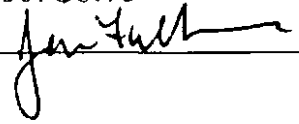
PLEASE USE FUNDS FROM THIS ACCOUNT: 120210000160: \$8.75

AUTHORIZATION SIGNATURE: _____

GUTMAN SMILE FOUNDATION, INC

BUSINESS

Document #



*****TOTAL IS \$78.75 client provided \$70.00 check, please take \$8.75 from our account for the Cert. of Status

___ Walk in

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___ Certified Copy

X Certificate of Status

NEW FILINGS

___ Profit

___ Not for Profit

___ Limited Liability

___ Domestication

___ Other

___ **CORP**

AMMENDMENTS

___ Amendment

___ Resignation of R.A. Officer/Director

___ Change of Registered Agent

___ Dissolution/Withdrawal

___ Merger

___ **Conversion**

OTHER FILINGS

___ Annual Report

___ Fictitious Name

___ APOSTIL () _____

Country

REGISTRATION/QUALIFICATIONS

___ Foreign filing

___ Limited Partnership

___ Reinstatement

___ Other

EXAMINER'S INITIALS: _____

COVER LETTER

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

SUBJECT: GUTMAN SMILE FOUNDATION, 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: Alexander M. Parthemer, Esq.
Name (Printed or typed)

4755 Technology Way, Suite 205
Address

Boca Raton, Florida 33431
City, State & Zip

(561) 910-7500
Daytime Telephone number

alexander@ellis-law.com
E-mail address: (to be used for future annual report notification)

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

Articles of Incorporation
GUTMAN SMILE FOUNDATION, INC.
A Non-Profit Corporation

I, the undersigned Incorporator, a natural person age 18 years or older, hereby adopt this Articles of Incorporation to form a nonprofit corporation under the Florida Not For Profit Corporation Act.

Article One
Name

The name of the nonprofit corporation is **GUTMAN SMILE FOUNDATION, INC.**

Article Two
Registered Agent and Office

The name of the initial registered agent and registered office in the State of Florida are:

ALEXANDER M. PARTHEMER
c/o Ellis Law Group, P.L.
4755 Technology Way, Suite 205
Boca Raton, FL 33431

Article Three
Name and Address of the Incorporator

The name and residence of the Incorporator is:

Name:

ALEXANDER M. PARTHEMER

Address:

c/o Ellis Law Group, P.L.
4755 Technology Way,
Suite 205
Boca Raton, Florida 33431

File

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c.m
202

Article Four

Principal Office Address

The place in this state where the principal office of the nonprofit corporation is to be located is:

c/o Ellis Law Group, P.L.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

Article Five

Duration

The nonprofit corporation's duration is perpetual unless dissolved pursuant to law.

Article Six

Purposes

The nonprofit corporation is organized and will be operated exclusively for general religious, charitable, scientific, literary, and educational purposes as set forth in Internal Revenue Code Section 501(c)(3) including, for these purposes, making distributions to organizations that qualify as exempt organizations under Internal Revenue Code Section 501(c)(3).

Article Seven

Dissolution

When the nonprofit corporation dissolves, the Board of Directors will, after paying or making provision for the payment of all liabilities of the corporation, distribute all corporation assets to one or more organizations organized and operated exclusively for religious, charitable, scientific, literary, and educational purposes that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3).

If any assets are not distributed under the preceding paragraph, the court of appropriate jurisdiction for the county in which the principal office of the corporation is then located, will dispose of those assets exclusively for religious, charitable, scientific, literary, and educational purposes or to one or more organizations that are, at that time, qualified as exempt organizations under Internal Revenue Code Section 501(c)(3), as the court determines.

Article Eight Restrictions

Section 8.01. Limitations. No part of the net earnings or assets of the nonprofit corporation will inure to the benefit of, or be distributable to, its directors, officers or any other private persons. But the nonprofit corporation may pay reasonable compensation for services provided and make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

No part of the activities of the nonprofit corporation may include propagandizing or influencing legislation as defined in Internal Revenue Code Section 4945. The nonprofit corporation may not participate in, or intervene in (including the publishing or distributions of statements), any political campaign on behalf of any candidate for public office.

The nonprofit corporation may not exercise any power or engage directly or indirectly in any activity that would invalidate its status as a corporation exempt from federal income taxation:

- as a corporation exempt from federal tax under Internal Revenue Code Section 501(c)(3);

- as a corporation contributions to which are deductible under Internal Revenue Code Section 170(c)(2); or

- as a nonprofit corporation organized under the laws of State of Florida.

Section 8.02. Restrictions if the Corporation is or Becomes a Private Foundation. The nonprofit corporation must distribute its income for each tax year at a time and in a manner to avoid the tax on undistributed income imposed by Internal Revenue Code Section 4942. Furthermore, the nonprofit corporation must not:

- engage in any act of self-dealing as defined under Internal Revenue Code Section 4941(d);

- retain any excess business holdings as defined under Internal Revenue Code Section 4943(c);

- make any investments in a manner that would subject it to tax under Internal Revenue Code Section 4944; or

- make any taxable expenditures as defined under Internal Revenue Code Section 4945(d).

Article Nine Board of Directors

The nonprofit corporation is organized on a non-stock basis and will have no members. The Board of Directors will have authority for all affairs of the nonprofit corporation and may exercise all

powers of the nonprofit corporation as permitted by federal law, state law, and the Articles of Incorporation and By-Laws of the nonprofit corporation as in effect from time to time.

The number of directors to constitute the first Board of Directors is three. After this initial Board of Directors is organized, it may change the number of directors in the manner provided in the By-Laws and consistent with the laws of the State of Florida.

The initial members of the Board of Directors are:

RON GUTMAN

c/o Ellis Law Group, P.L.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

JOSH WEISFELD

c/o Ellis Law Group, P.L.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

SETH E. ELLIS

c/o Ellis Law Group, P.L.
4755 Technology Way, Suite 205
Boca Raton, Florida 33431

Article Ten By-Laws

In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors may adopt, amend, and repeal from time to time, the By-Laws of the nonprofit corporation.

Article Eleven Amendments

The nonprofit corporation may amend the Articles of Incorporation in the manner provided by the laws of the State of Florida. But no amendment may authorize the Board of Directors to conduct the affairs of the nonprofit corporation in any manner or for any purpose contrary to the provisions of Internal Revenue Code Section 501(c)(3).

Article Twelve Miscellaneous

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future federal revenue law. Similarly, any general or specific references to the laws of the State of Florida are to the laws of the State of Florida as now in force or later amended.

IN WITNESS WHEREOF, the Articles of Incorporation are signed on December 20, 2023.



ALEXANDER M. PARTHEMER

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

GUTMAN SMILE FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at c/o Ellis Law Group, P.L., 4755 Technology Way, Suite 205, Boca Raton, Florida 33431, appoints ALEXANDER M. PARTHEMER, of Ellis Law Group, P.L., 4755 Technology Way, Suite 205, Boca Raton, Florida 33431 as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:



ALEXANDER M. PARTHEMER

2023
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