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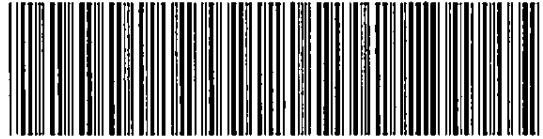
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**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH FLORIDA MEDICAL AND BEHAVIORAL HEALTH INSTITUTE, INC.**  
**A NON-PROFIT CORPORATION**

We, the undersigned incorporator(s), in order to form a non-profit corporation under Chapter 617 of the laws of the state of Florida, adopt the following Articles of Incorporation:

**ONE: Name.** The name of this corporation is **South Florida Medical and Behavioral Health Institute, Inc.**

**TWO: Effective Date:** The effective date of incorporation shall be when filed by the Secretary of State.

**THREE: Tenure:** The duration of this corporation shall be perpetual.

**FOUR: Purposes.** The purposes of South Florida Medical and Behavioral Health Institute, Inc. shall be to engage in theoretical and applied medical research as it relates to primary care, health psychology, neuropsychology, dental care, elder care, senior activity centers, and related disciplines so as to improve health and psychological outcomes for minority and non-minority populations primarily in South Florida.

This corporation is organized exclusively for one or more of the charitable, religious, educational, or scientific purposes as specified in Section 501(c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**FIVE: Dissolution.** Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**SIX: Incorporator.** The name and address of the incorporator of this corporation is: Catherine F. Funes, 200 East Hallandale Beach Boulevard, Hallandale Beach, Florida, 33009. The powers of the incorporator shall terminate upon issuance of a charter by the State of Florida.

**SEVEN: INITIAL DIRECTORS:** The number of directors of this corporation shall not be less than three or more than nine. The names and addresses of the officers and Directors are as may from time to time be specified in resolutions of appointment authorized by Delegates of the Word.

The names and addresses of the initial Board of Directors are:

1. Catherine F. Funes, 200 East Hallandale Beach Boulevard, Hallandale Beach, Florida, 33009.
2. Randy Kirshbaum, 4765 West Atlantic Avenue, Delray Beach, Florida 33445
3. Maria Arevalo, 200 East Hallandale Beach Boulevard, Hallandale Beach, Florida 33009

**EIGHT: Registered Agent, Corporate Address and Principal Address** The name and address of the registered agent of this corporation is: Catherine F. Funes, 200 East Hallandale Beach Boulevard, Hallandale Beach, Florida 33009. The principal address for this corporation is: 1250 East Hallandale Beach Boulevard, Florida 33009

**NINE: Non-Membership.** The Corporation is not a membership organization nor is it an institution of higher learning within the meaning of Florida State law. Nothing in this article shall preclude the organization from offering non-credit private or public educational seminars pursuant to its exempt purposes.

**TEN: Corporate Management.** The activities and affairs of the corporation shall be managed by a Board of Directors. The Board of Directors shall be elected at the annual meeting of the corporation and in the manner as may be specified in the Bylaws. A majority of the board is necessary to transact official business. Officers, directors and Board members shall serve in their respective offices until their successors are duly qualified and seated in the manner specified in the Bylaws.

**ELEVEN: Officers.** The officers of the Board shall be a President, Vice-President, Secretary-Treasurer and such subordinate officers as the Board may designate or as specified in the Bylaws. The Officers of the corporation shall manage the day-to-day affairs of the corporation subject to any limitations contained in the Bylaws. The officers shall have the authority to affix the seal of the corporation to official documents. The Board of Directors is expressly authorized to amend the Articles of Incorporation and to make, amend or repeal the Bylaws of the corporation provided that such changes shall not be contrary to any state or federal governmental ruling concerning the exempt status of the corporation. In addition to the powers and authorities conferred by these Articles of Incorporation, the Board of Directors shall have and exercise those powers which may be conferred by the Florida State Non-Profit Corporation Act.

**TWELVE: Loans Prohibited.** The Board of Directors shall not authorize loans to themselves or to any officer or director of the corporation. No funds of the corporation shall be expended unless authorized by an officer of the corporation. Checks shall not be drawn to any individual or corporation unless supported by invoices, orders or other supporting documentation. The Bylaws

of the corporation shall specify the scope and way policies and procedures for the management of the corporation shall be developed.

**THIRTEEN: Funding.** The corporation is authorized to apply for and accept grants, contracts, cooperative agreements, and donations from government agencies, foundations, corporations, and individuals. The corporation is also authorized to enter into agreements and memorandums of understanding with governmental organizations, foundations, corporations, and other nonprofit organizations provided that such instruments are in furtherance of the corporation's exempt purposes. The board is authorized to issue bonds or secure loan financing from public or private sources in furtherance of its exempt purposes.

**FOURTEEN: Meetings.** The meetings of the corporation may be held within or outside of the State of Florida. Meetings may be held in person or via telephone conference or via the internet. The books of account shall normally be kept in the State of Florida but may be kept at other locations if approved by the Board.

**FIFTEEN: Officer Liability.** The officers and directors of the corporation shall not be liable to the corporation for monetary damages for a breach in fiduciary duties unless the breach involves (1) a matter of loyalty to the corporation; (2) acts or omissions not in good faith, or that involve intentional misconduct or knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

**SIXTEEN: Political Activities.** No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**SEVENTEEN: Inurement.** No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

**EIGHTEEN: Exempt Functions.** Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

**NINETEEN: Amendments.** A two-thirds majority of the Board of Directors may amend the Articles of Incorporation at a regular or special meeting called for that purpose. All proposed amendments to the Articles of Incorporation must first be introduced for discussion and debate at

a previous meeting prior to the convening of a regular or special meeting to adopt or reject the proposed amendments.

Regardless of the number of amendments, the Articles of Incorporation shall always be displayed as a whole and conformed document to avoid confusion regarding its meaning or completeness. The Secretary shall maintain a table of amendments together with any minutes and documentation pertaining to each amendment action so that the history of amending actions can be traced and documented.

Adopted this 11th day of January, 2024

Catherine Funes

Catherine F. Funes, Incorporator

2024 Jan 11 Fri 7:05  
Catherine F. Funes