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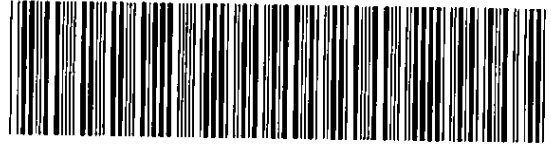
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**CT CORP**  
**(850) 656-4724**  
**3458 lakesore Drive**  
**Tallahassee, FL 32312**

**Date:** 10/08/2024  
Acc#I20160000072

*en: c SW*

Name:	ALPHA LIFESTYLE PARTNERS FLORIDA, INC.
Document #:	
Order #:	15905895

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
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Email Address for Annual Report Notifications:

[cassidy@alphalifestylepartners.org](mailto:cassidy@alphalifestylepartners.org)

Availability _____
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Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **78.75**

Thank you!

**ARTICLES OF INCORPORATION  
OF THE  
ALPHA LIFESTYLE PARTNERS FLORIDA, INC.**

The undersigned, acting as the incorporator of the Alpha Lifestyle Partners Florida, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, including its regulations, all as amended from time to time (the "Internal Revenue Code"), hereby adopts the following Articles of Incorporation:

**NAME**

The name of this corporation (the "Corporation") is the Alpha Lifestyle Partners Florida, Inc.

**INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the Corporation is:

1200 South Pine Island Road,  
Plantation, Florida 33324

**DURATION AND COMMENCEMENT OF EXISTENCE**

The Corporation will have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

**PURPOSES**

The Corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. In furtherance of such purpose, the Corporation is authorized to do all acts and things requisite, necessary, proper, and desirable to carry out and further the purposes of the Corporation and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

**MEMBERSHIP**

The Corporation shall have one class of members. The sole member of the Corporation shall be Alpha Lifestyle Partners, Inc., a Delaware nonprofit corporation (the "Sole Member"). The duties, powers, terms, qualifications, and other matters relating to the Sole Member of the

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Corporation and any conditions of membership in the Corporation shall be as set forth in the Bylaws of the Corporation.

## **BOARD OF DIRECTORS AND BYLAWS**

All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors, except as otherwise provided in the Bylaws and applicable law. The number, manner of selection, duties, terms, qualifications, and other matters relating to the Board of Directors shall be as provided in the Bylaws of the Corporation. The initial members of the Board of Directors shall be appointed by the Sole Member. The Bylaws of the Corporation shall be adopted by the Board of Directors, and thereafter the Corporation shall be governed by such Bylaws and these Articles of Incorporation, each as may be amended or amended and restated from time to time.

## **INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**7.1 Indemnification.** Every director and officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every director, officer, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

**7.2 Interest of Directors and Officers in Contracts.** Any contract, whether for compensation or otherwise, or other transactions between the Corporation and (i) one or more of its or officers, (ii) any firm of which one or more of its or officers are shareholders, partners, members, or employees, or in which they are interested, or (iii) any corporation, association, or partnership of which one or more of its directors or officers are shareholders, members, directors, officers, partners, or employees, or in which they are interested, will be valid for all purposes, despite the presence of such director or directors, or officer or officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and despite his or their participation in such action. The fact of such interest must be disclosed to or known by the Board of Directors and the Board of Directors may, nevertheless, authorize, approve, and ratify such contract or transaction by vote of majority of the directors present. This section will not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto. This provision is subject to modification by any conflict of interest policy adopted by the Board of Directors of the Corporation.

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**7.3 Prohibition Against Self-Dealing and Excess Benefit Transactions.** Anything contained in these Articles of Incorporation to the contrary notwithstanding, the Corporation shall make no payment that would constitute "self-dealing" as defined in Section 4941 of the Internal Revenue Code, or that would result in an "excess benefit transaction" as defined in Section 4958 of the Internal Revenue Code, as applicable pursuant to the exempt status of the Corporation.

## **CHARITABLE LIMITATIONS**

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and section 617.0835 of the Florida Statutes. These restrictions include, but are not limited to, the following:

**No Private Inurement.** No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the charitable purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions to persons who are qualified to receive them in furtherance of the Corporation's charitable purposes as set forth herein. All of the net earnings and assets of the Corporation will be expended for the purposes stated in Section 501(c)(3) of the Internal Revenue Code.

**No Political Activities; No Substantial Lobbying Activities.** No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Corporation may 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.

**Section 501(c)(3) Status.** Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(a) of the Internal Revenue Code and more particularly described in Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 642(c), 2055, or 2522 of the Internal Revenue Code.

**Private Foundation Rules.** Notwithstanding any other provisions of these Articles of Incorporation, in the event that, and for so long as, the Corporation is characterized as a private foundation within the meaning of Section 509(a) of the Internal Revenue Code, the Corporation:

shall make distributions 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;

shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4941(a) of the Internal Revenue Code;

shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Internal Revenue Code;

shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code which would give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

#### **DISPOSITION OF ASSETS**

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities and obligations of the Corporation, shall dispose of all of the assets of the Corporation by transferring such assets to the Sole Member, if the Sole Member is then qualified as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code, or to such other organizations that are exempt from tax under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities of the type described in Article 4 above, as the Board of Directors determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

#### **AMENDMENTS TO BYLAWS OR ARTICLES OF INCORPORATION**

The power to adopt, alter, amend, or repeal the Bylaws of the Corporation or these Articles of Incorporation is vested in the Sole Member in accordance with the provisions of the Bylaws. Notwithstanding any other provision of these Articles of Incorporation or anything else to the contrary, the provisions of these Articles of Incorporation shall not be changed, modified, repealed or expanded in such a manner as to be inconsistent with the purposes for which the Corporation is formed, or to jeopardize the Corporation's federal tax-exempt status under Section 501(a) of the Internal Revenue Code as more particularly described in Section 501(c)(3) of the Internal Revenue Code (or any amendments or successor provisions thereto).

#### **REGISTERED AGENT**

The name of the initial registered agent of the Corporation, who is authorized to receive service of process on behalf of the Corporation, is CT Corporation System. The street address of

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the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324.

**[Signatures on Following Pages]**

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FLORIDA

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 7 day of October, 2024.

Laura N. Quant

Laura N. Quant, Incorporator  
Nixon Peabody LLP  
1300 Clinton Square  
Rochester, NY 14604

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STATE OF NEW YORK  
COUNTY OF MONROE



**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

WITNESSETH:

That Alpha Lifestyle Partners Florida, Inc. (the "Corporation"), desiring to organize under the laws of the State of Florida, has named CT Corporation System as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 1200 South Pine Island Road, Plantation, Florida 33324, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 7th day of October, 2024.

**CT CORPORATION SYSTEM**

By: Kathryn A. Widdoes

Name: Kathryn A. Widdoes

Its: Assistant Secretary

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