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BONNO SECRETARY OF STATE DIVISION OF CORPORATION PO Box 6327 77 TALLAHASSEE, FL 32314. C «. . 5 .... RE: THE MACROBIOTIC CENTER, INC., A NON-PROFIT CORPORATION GENTLEMEN: ENCLOSED PLEASE FIND THE ORIGINAL AND ONE COPY OF ARTICLES OF INCORPORATION, TOGETHER WITH MY CHECK IN THE AMOUNT OF \$122.50. THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED COPY OF ARTICLES THIS REPRESENTS THE COST OF THE FILING FEES, CERTIFIED OUT OF ARTS OF INCORPORATION AND FEE FOR REGISTERED AGENT DES OF SAGANEW ABOVE NAMED COPPORATION. 2920 Siv 30 Ct Coconiu Grove TC 33133 VERY TRULY YOURS, Garac Mathen SARAE MATHEWS 115 62 62 63 4 5 69, 52, 52 1 621 - 69, 52, 52 1 - 69, 52, 52 1 - 69, 17, 1 THE MACROBIOTIC CENTER, INC. A NON-PROFIT CORPORATION 2920 SW 30 Court Coconut Grove, FL 33133 305-461-4528 1 (11)(11)(11)(12)(2)(3)(4)(1-1) (16)(16)(3)(4)(10)(2)(3)(3) (\*\*\*\*122)(3)(-\*\*\*\*1)(2)(16) . .... . . . . . . . .... . . . . .

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

SUBJECT:

Macrobiotic Lifestyle Center, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$8.75, the balance due reflecting increased fees. (See enclosed letter, reference number 793A00107839)

FROM:

Sarae Mathews 2920 SW 30 Court Coconut Grove, FL 33133 305-461-4528

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### FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

April 21, 1993

SARAE MATHEWS THE MACROBIOTIC CENTER, INC. 2920 SW 30 COURT COCONUT GROVE, FL 33133

SUBJECT: THE MACROBIOTIC CENTER, INC. Ref. Number: W93000009361

We have received your document for THE MACROBIOTIC CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s).

The corporate name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the corporate name distinguishable from the one presently on file. Simply adding "of Florida" or "Florida" to the end of a corporate name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

ENCLOSED ARE FORMS FOR A NONPROFIT CORPORATION. ONLY SUBMIT THE ARTICLES OF INCORPORATION, NOT RESTATED ARTICLES.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.



## ARTICLES OF INCORPORATION for THE MACROBIOTIC LIFESTYLE CENTER, INC. A Florida Not For Profit Corporation

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

### ARTICLE 1 - Name

The name of the corporation shall be THE MACROBIOTIC LIFESTYLE CENTER, INC., A NON-PROFIT CORPORATION

ARTICLE 11 - Principal place of business and mailing address The principal place of business and the mailing address of this corporation shall be:

The Macrobiotic Lifestyle Center, Inc.

2920 SW 30 Court Coconut Grove, FL 33133

### ARTICLE III - Purposes(s)

A. The specific and primary purpose for which this corporation is organized is to provide education and counseling on the subjects of nutrition, cooking, related health care and food preparation.

B. This corporation is organized and operated exclusively for education, and other nonprofit purposes, and no part of any net earning shall inure to the benefit of any member, director, or officer, or their families.

### ARTICLE IV - Manner of election of directors

The manner in which the directors are elected or appointed is stated in the Bylaws.

A. Classes of Members.

Membership is open to anyone regardless of race, creed, gender, or color.

B. Voting Rights.

Each member shall be entitled to one vote on each matter submitted to a vote of the members.

C. Board of Directors. The powers of this corporation shall be exercised by a board of three (3) directors. The number of directors herein provided for may be changed by a bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership.

D. Elective Officers. The officers of this corporation shall be a President, Vice President, Secretary and Treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

### ARTICLE V - Limitation of corporate powers

A This corporation shall have and exercise all rights and powers conterred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (b) of Article III.

B. This organization, is organized exclusively for charitable and educational purposes, including for such purposes as the making of distribution to organization that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

C. This corporation shall have a perpetual existence unless dissolved according to law, in the event of the dissolution of this corporation, after taking care of all claims of creditors in accordance with law, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section SO1(c)(3) and 17O(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law or to the Federal, State or local government for exclusive public purpose.

D. No part of the net earnings of the corporation shall inure in whole or in part to the benefit of or be distributable to its members, directors, or officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and contributions in furtherance of the purposes set forth in Article II.

E. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under section 501(c)(3) of the Internal Revenue Code of 1954, and its regulations as they now exist.

ARTICLE VI - Initial registered agent and street address The name and street address of the initial registered agent is: SARAE MATHEWS 2920 SW 30 Court Coconut Grove, FL 33133

	dresses of the incorporati	ors signing these A	rticles of Incorpo	ration, are as foll	ows:
NAME SARAE M					
ADDRESS 2920 SW			STATEFLORID	A :	ZIP 33133
NAME BENJAMI	N MATHEWS	•. •	, · ·		
ADDRESS 2920 SW	30 Court	· · · ·		·	
COCONUT	GROVE		STATEFLORID	A	ZIP 33133 ·
NAME ERICA F			•		

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 12 APRIL 19 93 day of

(Seal) MATHEWS (Scal) BENJAMIN MATHEWS-P a a (Seal) ERICA RAND

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STATE OF FLORIDA

COUNTY OF

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before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

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DADE

Sarae mathews	DRIVER'S LICENSE
Signature	Form of Identification
Bym FM.	DRIVER'S LICENSE
Signature	Form of Identify ation
- Erica Rand	DRIVER'S LICENSE
Signature	Form of Identification
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known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that \_\_\_\_\_\_executed these Articles of Incorporation, that I relied upon the form\_\_\_\_of identification of the above named person\_\_\_ as indicated opposite each name, and that an oath (was)(was not) taken.

NOTARY AUBRER STAMP 12AL Witness my hand and official seal in the County and State last aforesaid APPIL 15 POINT STATE OF FLORIDA FOR STATE OF FLORIDA POINT OF FLORIDA POINT STATE OF FLORIDA POINT POINT STATE OF FLORIDA POINT POINT STATE OF FLORIDA POINT POINT STATE OF FLORIDA POINT POIN this 1 divint us FLIEDLAND .... PORM 213: AKTICLES OF INCORPORATION PAGE 2 SEMINOLE MIAMI . enative also de la las . . . . . . .

# CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statues, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

The Macrobiotic Lifestyle Center, Inc., a Non-Profit Corporation

2. The name and address of the registered agent and office is: Sarae Mathews 2920 SW 30 Court Coconut Grove, FL 33133

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE Suine Matheway

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## REGISTERED AGENT FILING FEE: \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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