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4/11/93

SECRETARY OF STATE
DIVISION OF CORPORATION
PO Box 6327
TALLAHASSEE, FL 32314

FILED
APR 30 1993
TALLAHASSEE, FL

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 OF INCORPORATION AND FEE FOR REGISTERED AGENT DESIGNATION FOR THE ABOVE NAMED CORPORATION.

Dr. S. Mathews
2920 SW 30 Ct.
Coconut Grove, FL 33133

VERY TRULY YOURS, -

Sarae Mathews
SARAE MATHEWS

THE MACROBIOTIC CENTER, INC.
A NON-PROFIT CORPORATION

2920 SW 30 COURT
COCONUT GROVE, FL 33133

305-461-4528

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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

FILED
JUL 23 1983
TALLAHASSEE, FL



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.

Karen Gibson
Corporate Specialist

Letter Number: 793A00107839

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 non-profit 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 conferred 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 501(c)(3) and 170(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

ARTICLE VII. INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	SARAE MATHEWS		
ADDRESS	2920 SW 30 COURT		
CITY	COCONUT GROVE	STATE	FLORIDA ZIP 33133
NAME	BENJAMIN MATHEWS		
ADDRESS	2920 SW 30 COURT		
CITY	COCONUT GROVE	STATE	FLORIDA ZIP 33133
NAME	ERICA RAND		
ADDRESS	3361 POINCIANA AVE		
CITY	COCONUT GROVE	STATE	FLORIDA ZIP 33133

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

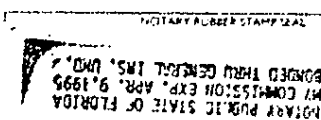
Sarae Mathews (Seal)
SARAE MATHEWS
Benjamin Mathews (Seal)
BENJAMIN MATHEWS
Erica Rand (Seal)
ERICA RAND

STATE OF FLORIDA)
COUNTY OF DADE) SS

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

<u>Sarae Mathews</u> Signature	DRIVER'S LICENSE Form of Identification
<u>Benjamin Mathews</u> Signature	DRIVER'S LICENSE Form of Identification
<u>Erica Rand</u> Signature	DRIVER'S LICENSE Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that they 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.



Witness my hand and official seal in the County and State last aforesaid this 12 day of APRIL, 19 93

Judith Friedman
Notary Signature
SANARA FRIEDLAND
Printed Notary Signature

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, 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 Sarae Mathews

DATE 4/12/93

REGISTERED AGENT FILING FEE: \$35.00

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

FILE NOW: FILING FEE AFTER MAY 1 IS \$155.00

**CORPORATION
ANNUAL REPORT
1995**



FLORIDA DEPARTMENT OF STATE
General Services
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # N93000001974 (5)

1. Corporation Name

THE MACROBIOTIC LIFESTYLE CENTER, INC.

FILED
IN THE OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS

5/17/95 11:01:10

Principal Place of Business

2920 SW 30 COURT
COCONUT GROVE FL 33130

Mailing Address

2920 SW 30 COURT
COCONUT GROVE FL 33130

(DO NOT WRITE IN THIS SPACE)

3. Date incorporated or renewed 04/30/1993	3a. Date of Last Report 02/04/1994
4. FETTERED NOT APPLICABLE	Accepted For <input checked="" type="checkbox"/> Not Accepted For
5. Out of State or Foreign <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election to Report on Form 100 (Not for C Corporations) <input type="checkbox"/>	\$5.00 May Be Added to Fees
7. Nonresident with IRS status Tax exempt status <input checked="" type="checkbox"/>	\$68.75 Supplemental Fee Not Required
8. This report does not comply with the requirements of the Florida Statutes <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

2. Principal Place of Business

21. State of Florida

22. City & State

23. County

24. ZIP

25. Mailing Address

26. State of Florida

27. City & State

28. County

29. ZIP

9. Name and Address of Current Registered Agent

**MATHEWS, SARAE
2920 SW 30 COURT
COCONUT GROVE FL 33133**

10. Name and Address of New Registered Agent

01. Name	
02. Street Address, P.O. Box, or other address	
03. City	
04. State	
05. ZIP Code	

11. I, the undersigned, being a duly qualified and duly sworn officer, do hereby certify that the foregoing is a true and correct copy of the report of the corporation as required by law. I am duly qualified and duly sworn to perform the duties of my office as required by law.

12. OFFICERS

NAME	ADDRESS	DATE
P MATHEWS, SARAE 2920 SW 30 CT MIAMI FL		
VD RAND, ERICA 3361 POINCIANA AVE COCONUT GROVE FL		
SD SIRKIN, ALAN 3500 N BAYHOMES DR COCONUT GROVE FL		
T MATHEWS, BEN 2920 SW 30 CT COCONUT GROVE FL		

NAME	ADDRESS	DATE

14. I, the undersigned, being a duly qualified and duly sworn officer, do hereby certify that the foregoing is a true and correct copy of the report of the corporation as required by law. I am duly qualified and duly sworn to perform the duties of my office as required by law.

SIGNATURE: *Sarae Mathews*
SARAE MATHEWS
1/14/95 305-444 4528