

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32310
904-222-9171
904-222-0393

800-342-8086

CSO networks

N95000000483

95 JAN 31

MAIL TO:
P.O. Box 5020
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 533183 11830A

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : January 31, 1995

1101001394150

ORDER TIME : 2:17 PM

ORDER NO. : 533183

CUSTOMER NO: 11830A

CUSTOMER: Eugene Lewis, Esq
EUGENE LEWIS, ESQ

Suite 470
7770 West Oakland Park Blvd.
Sunrise, FL 33351

DOMESTIC FILING

N95000000483

NAME: ALPHA ONE FOUNDATION, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

FILED
95 JAN 31 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-1-95
01

ARTICLES OF INCORPORATION
OF
ALPHA ONE FOUNDATION, INC.
A NONPROFIT CORPORATION

FILED
95 JAN 31 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

ALPHA ONE FOUNDATION, INC.

The address of the principal office of this corporation shall be 676 West Prospect Road, Ft. Lauderdale, Florida 33309, and the mailing address of the corporation shall be the same.

ARTICLE II.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is medical research.

ARTICLE III.

The manner in which the directors are to be elected or appointed is by majority vote of the members.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

Corporation Information Services, Inc.
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

IN WITNESS THEREOF, the undersigned agent of Corporation Information Services, Inc., has hereunto set their hand and seal of Corporation Information Services, Inc. on January 31, 1995.

Corporation Information Services, Inc.

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap)

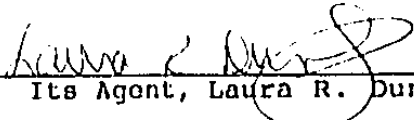
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95 JAN 31 AM 7:42
SECRET
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By: _____


Its Agent, Laura R. Dunlap

LRD/dks



N950000000483

July 27, 1995

Federal Express

Florida Department of State
Sandra B. Mortham
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

100001551211
-08/01/95--01102--017
****140.00 ****140.00

Enclosed please find: 1) Amendments to the Articles of Incorporation for Alpha One Foundation, Inc.; 2) A check for \$140.00 to cover the cost of filing and two Certified Copies of the amendments.

We can be reached at 305-442-1772. The address is 3326 Mary Street, Suite #301, Coconut Grove, Florida 33133.

Enclosed is a Federal Express envelope in order to facilitate the timely processing of these documents.

Thank you for expediting these documents.

Sincerely,

Alexandra J. Lindsey
Alexandra J. Lindsey

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 1 PM 3:45

- A Non-Profit Corporation -

3326 Mary Street, Suite 301 • Coconut Grove, Florida 33133
1-800-577-ANET / 305-442-1776 • Fax 305-444-0385

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ALPHA ONE FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopt the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted:

ARTICLE I.

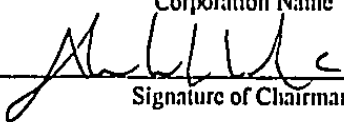
The name of the corporation shall be:

ALPHA ONE FOUNDATION, INC.

The address of the principle office of this corporation shall be 3326 Mary Street, Suite #301, Coconut Grove, Florida 33133 and the mailing address shall be the same.
(see attachment for further amendments.)

SECOND: The date of adoption of the amendments was: July 27, 1995.

THIRD: There are no members or members entitled to vote on the amendment. The amendments were adopted by the board of Directors.

<u>ALPHA ONE FOUNDATION, INC.</u>	FILED SECRETARY OF STATE DIVISION OF CORPORATIONS 95 AUG -1 PM 3:45
Corporation Name	
	
Signature of Chairman	
<u>JOHN W. WALSH</u>	
Type or Printed Name	
<u>CHAIRMAN</u>	
Title	
<u>JULY 27, 1995</u>	
Date	

ALPHA ONE FOUNDATION, INC.

FIRST: (continued) Amendments Adopted:

ARTICLE II. "medical research" is deleted.

ARTICLE III. becomes ARTICLE IV.

ARTICLE IV. becomes ARTICLE V.

ARTICLE V becomes ARTICLE VI.

Full copy of amended Articles is attached.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 1 PM 3:45

ALPHA ONE FOUNDATION, INC.
FIRST: (continued) Amendments Adopted:

ARTICLE II.

This corporation is organized to operate exclusively for charitable, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law). The specific purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is -medical-research- charitable, educational and scientific programs to identify and serve persons throughout the United States whose lives are impacted by a diagnosis of Alpha₁-antitrypsin deficiency.

ARTICLE III.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the 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 Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII.

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organizations, which qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine, and whose purposes relate to Alpha₁ anti-trypsin deficiency and are consistent with the aims and purposes of the Corporation.

ARTICLE IX.

The Articles of Incorporation may be amended by the voting members in accordance with the procedure set forth in the Florida Statutes. Those Articles pertaining to the dissolution of the corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision that would be unlawful at the time of such amendment.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
AUG - 1 PM 4:5

ARTICLES OF INCORPORATION

OF

ALPHA ONE FOUNDATION, INC. A NONPROFIT CORPORATION

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

ALPHA ONE FOUNDATION, INC.

The address of the principle office of this corporation shall be 3326 Mary Street, Suite #301, Coconut Grove, Florida 33133 and the mailing address shall be the same.

ARTICLE II.

This corporation is organized to operate exclusively for charitable, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law). The specific purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is charitable, educational and scientific programs to identify and serve persons throughout the United States whose lives are impacted by a diagnosis of Alpha₁-antitrypsin deficiency.

ARTICLE III.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers or other private persons, except that the 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 Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 1 PM 3:15

ARTICLE IV.

The manner in which the directors are to be elected or appointed is by majority vote of the members.

ARTICLE V.

The name and address of the incorporator of these Articles is:

Corporation Information Services, Inc.
1201 Hayes Street
Tallahassee, Florida 32301

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

Upon dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organizations, which qualify as exempt organizations under Section 501(c) (3) of the Code, or the corresponding provision of any future United States Internal Revenue law, as the Board of Directors shall determine, and whose purposes relate to Alpha₁ anti-trypsin deficiency and are consistent with the aims and purposes of the Corporation.

ARTICLE VIII

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301 and the name of the initial registered agent of the corporation that address is Corporation Information Services, Inc.

ARTICLE IX

The Articles of Incorporation may be amended by the voting members in accordance with the procedure set forth in the Florida Statutes. Those Articles pertaining to the dissolution of the corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), director or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision that would be unlawful at the time of such amendment.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
55 AUG - 1 PM '84

IN WITNESS THEREOF, the undersigned agent of Corporation Information Services, Inc.
has hereunto set their hand and seal of Corporation Information Services, Inc. on January 31,
1995

Corporation Information Service, Inc.

By: _____ (signature) _____
Its Agent, Laura R. Dunlap

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG - 1 PM 3:45