

N95000001930

Alan J. Polin, P.A.
ATTORNEY AT LAW

April 18, 1995

Via Overnight Mail

Secretary of State of Florida
Corporate Division
The Capital
Tallahassee, FL 32304

3000001460363
-04/19/95--01064--007
****122.50 ****122.50

RE: *Articles of Incorporation of The Fryar Foundation, Inc.*

Dear Sir or Madame:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above named not for profit corporation. In addition, a check in the amount of \$122.50 is enclosed for the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>

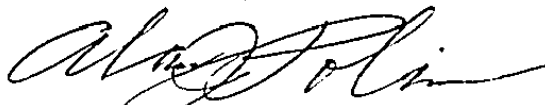
TOTAL \$122.50

Please file the original Articles of Incorporation and return the certified copy in the envelope provided.

Your prompt attention to this matter would be appreciated.

Very truly yours,

ALAN J. POLIN, P.A.


Alan J. Polin

/paw
enc.

cc: Irving Fryar, The Fryar Foundation, Inc.

Admitted to Practice in Florida and New York

1999 University Drive • Suite 202 • Coral Springs, FL 33071
(305) 345 3408 • FAX (305) 345 3902

D. BROWN APR 24 1995

**ARTICLES OF INCORPORATION
OF
THE FRYAR FOUNDATION, INC.**

ARTICLE I

The name of the corporation is The Fryar Foundation, Inc.

The principal office of this corporation is: 8735 Ramblewood Drive, Coral Springs, Florida 33071

The mailing address of this corporation is: 8735 Ramblewood Drive, Coral Springs, Florida 33071

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed:

A. For the advancement of charity, education, science, medical research and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To (i) support and assist, and to make grants and gifts in aid, support and assistance of those activities and programs targeted at the prevention of cruelty to children; (ii) promote the social welfare of disadvantaged children sometimes commonly referred to as "children at-risk"; (iii) support community programs to combat juvenile delinquency; and (iv) make grants and gifts in aid, support and assistance of medical research, experiments and studies relating to pediatric cardiac disease at institutions qualifying under section 501(c)(3) of the Internal Revenue Code, thereby promoting the health of the community; by the distribution of

the Corporation's funds as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code of 1986, as amended, including private foundations and private operating foundations.

C. To operate exclusively in any other manner for such charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

D. The corporation will distribute its income for each tax 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, or the corresponding section of any future federal tax code.

E. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. If by reason of change in Section 501(c) of the Internal Revenue Code, or otherwise, the carrying out of any of the said purposes would cause the assets or income of this corporation to be subject to federal income tax, no further distributions shall be made for such nonexempt purposes.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its

properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be four (4), provided, however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held in accordance with the procedures set out in the Bylaws.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at Twelve o'clock noon on March 1 of each year at 8735 Ramblewood Drive, Coral Springs, Florida 33071, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and address of such initial members of the Board of Directors are as follows:

**Irving D. Fryar - 360 Palm Boulevard, Ft. Lauderdale,
Florida 33326**

**Michael J. Bosco - 8735 Ramblewood Drive, Coral Springs,
Florida 33071**

**Jacqueline M. Fryar - 360 Palm Boulevard, Ft. Lauderdale,
Florida 33326**

**Alan J. Polin - 1846 N.W. 97th Terrace, Coral Springs, Florida
33071**

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

**President: Irving D. Fryar - 360 Palm Boulevard, Ft.
Lauderdale, Florida 33326**

Vice President: Jacqueline M. Fryar - 360 Palm Boulevard,
Ft. Lauderdale, Florida 33326
Secretary: Michael J. Bosco - 8735 Ramblewood Drive, Coral
Springs, Florida 33071
Treasurer: Michael J. Bosco - 8735 Ramblewood Drive, Coral
Springs, Florida 33071

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

B. 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 any candidate for public office.

C. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any

future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the Bylaws for this corporation.

ARTICLE IX

CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE X

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

**Michael J. Bosco - 8735 Ramblewood Drive, Coral Springs,
Florida 33071**

ARTICLE XI

INCORPORATORS

The names and residence addresses of the Incorporators of this corporation are as follows:

**Irving J. Fryar - 360 Palm Boulevard, Ft. Lauderdale, Florida
33326**

**Michael J. Bosco - 8735 Ramblewood Drive, Coral Springs,
Florida 33071**

ARTICLE XII

AMENDMENT OF BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XIII

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, charitable and scientific purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

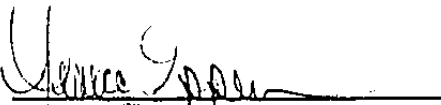
ARTICLE XIV

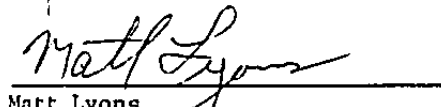
AMENDMENT OF ARTICLES


Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

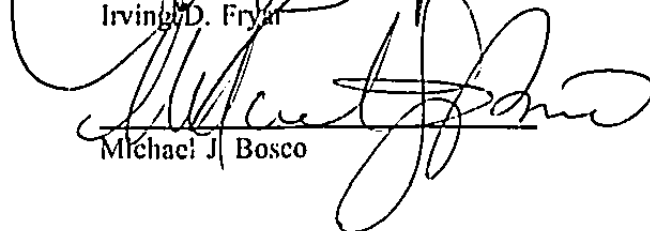
We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, having executed these Articles of Incorporation, this 13th day of April, 1995.

WITNESSED BY:


Monica Epperson


Matt Lyons

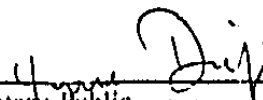

Irving D. Fryer


Michael J. Bosco

STATE OF FLORIDA)

COUNTY OF BROWARD)

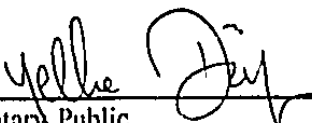
The foregoing instrument was acknowledged before me this 13 day of April, 1995 by Irving D. Fryar, who is personally known to me or who has produced his driver's license as identification.


Notary Public NELLIE DORIGO
Notary Public STATE OF FLORIDA
My Comm Exp 10/2/95
BONDED

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13 day of April, 1995 by Michael J. Bosco, who is personally known to me or who has produced his driver's license as identification.


Notary Public NELLIE DORIGO
Notary Public STATE OF FLORIDA
My Comm Exp 10/2/95
BONDED

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF §607.0501 AND §617.0501, 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 FRYAR FOUNDATION, INC.

2. The name and address of the registered agent and office is:

MICHAEL J. BOSCO

(NAME)


8735 RAMBLEWOOD DRIVE

(P.O. BOX NOT ACCEPTABLE)

CORAL SPRINGS, FL 33071

(CITY/STATE/ZIP)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.0505 AND §617.0501, FLORIDA STATUTES.


MICHAEL J. BOSCO

4-13-95
DATE

N 95 000001930



ACCOUNT NO. : 072100000032

REFERENCE : 739901 130855A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : November 17, 1995

ORDER TIME : 2:37 PM

ORDER NO. : 739901

CUSTOMER NO: 130855A

CUSTOMER: Barbara A. Shore, Esq
Barbara Ann Shore, Esquire
Suite 310a
2855 University Drive
Coral Springs, FL 33065

DOMESTIC AMENDMENT FILING

NAME: THE FRYAR FOUNDATION, INC.

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

RE HENDRICKS NOV 21 1995

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 20, 1995

CSC NETWORKS

TALLAHASSEE, FL

SUBJECT: THE FRYAR FOUNDATION, INC.
Ref. Number: N95000001930

We have received your document for THE FRYAR FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6903.

Nancy Hendricks
Corporate Specialist

Letter Number: 595A00051218

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE FRYAR FOUNDATION, INC.

FILED
95 NOV 21 11:30 AM
TALLAHASSEE, FLA.

Pursuant to the provisions of section 617.1001-3, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

ARTICLE I is hereby amended to read as follows:

The name of the corporation is The Irving Fryar Foundation, Inc.

The principal office of this corporation is: c/o Alan Polin, P.A., 1999 University Drive, Suite 202, Coral Springs, FL 33071.

The mailing address of this corporation is: c/o Alan Polin, P.A., 1999 University Drive, Suite 202, Coral Springs, Florida 33071.

ARTICLE X is hereby amended to read as follows:

REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the registered agent is:

Alan J. Polin, Esq. - 1999 University Drive, Suite 202
Coral Springs, Florida 33071.

ARTICLE V, Paragraph A is hereby amended so that the names and addresses of such members of the Board of Directors are as follows:

Irving D. Fryar - 360 Palm Boulevard, Fort Lauderdale 33326

Jacqueline M. Fryar - 360 Palm Boulevard, Ft. Lauderdale, Florida 33326

Alan J. Polin - 1846 N.W. 97th Terrace, Coral Springs, Florida 33071

ARTICLE V, Paragraph B is hereby amended so that the names and addresses of the corporate officers are as follows:

President: Irving D. Fryar - 360 Palm Boulevard, Ft. Lauderdale, FL 33326

Vice President: Jacqueline M. Fryar - 360 Palm Boulevard, Ft. Lauderdale, FL 33326

Secretary: Cyril G. Guerra, Jr. - 360 Palm Boulevard, Ft. Lauderdale, FL 33326

Treasurer: Cyril G. Guerra, Jr. - 360 Palm Boulevard, Ft. Lauderdale, FL 33326

SECOND: The fiscal year of this corporation shall be October 1 -September 30.

THIRD: The date of each amendment's adoption is November 5 1995.

FOURTH: The amendments were adopted by the Board of Directors, there being no members entitled to vote on the Articles of Amendment.

Signed this 5th day of Nov, 1995.


IRVING FRYAR, CHAIRMAN OF BOARD OF DIRECTORS

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/ REGISTERED OFFICE**

Pursuant to Florida law, 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.

The name of the corporation is: **THE IRVING FRYAR FOUNDATION, INC.**

The name and address of the registered agent and office is:

**ALAN J. POLIN, ESQ.
1999 University Drive, Suite 202
Coral Springs, FL 33071**

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 OF REGISTERED AGENT

DATE 11/15/95

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATIONS

FILED

96 SEP 27 PM 1:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # N95000001930

1. Corporation Name

THE IRVING FRYAR FOUNDATION, INC.

Principal Place of Business

C/O ALAN POLIN, P.A.
1999 UNIVERSITY DR., #202
CORAL SPRINGS FL 33071

Mailing Address

C/O ALAN POLIN, P.A.
1999 UNIVERSITY DR., #202
CORAL SPRINGS FL 33071



REINSTATEMENT

96

If above addresses are incorrect in any way, fill in the correct information and enter correction below

2. New Principal Office Address, If Applicable

777 State Road 7

Suite, Apt. #, etc.

City & State

Margate, FL

Zip

33064

Country

USA

3. New Mailing Office Address, If Applicable

P.O. Box 8595

Suite, Apt. #, etc.

City & State

Coral Springs, FL

Zip

33075

Country

USA

4. Date Incorporated or Qualified To Do Business in Florida

04/19/1995

5. FEI Number

650580895

Applied For

Not Applicable

6. CERTIFICATE OF STATUS DESIRED ☐

\$8.75 Additional Fee required for a Certificate of Status

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officer and/or Director	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
PD	FRYAR, IRVING D	360 PALM BOULEVARD	FT. LAUDERDALE FL 33328
VD	FRYAR, JACQUELINE M	360 PALM BOULEVARD	FT. LAUDERDALE FL 33328
ST	GUERRA, CYRIL G JR.	360 PALM BLVD.	FT. LAUDERDALE FL 33328
D	POLIN, ALAN J	1846 N.W. 97TH TERRACE	CORAL SPRINGS FL 33071

200001976372--9
-10/16/96--01021--015
****236.25 ****236.2

8. Name and Address of Current Registered Agent

POLIN, ALAN J ESQ.
1999 UNIVERSITY DR.
#202
CORAL SPRINGS FL 33071

9. Name and Address of New Registered Agent

Name
Polin, Alan J Esq.
Street Address (P.O. Box Number is Not Acceptable)
3300 University Drive
Suite, Apt. #, Etc.
Suite 601
City
Coral Springs
State
FL
Zip Code
33065

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent

Alan J. Polin
REGISTERED AGENT MUST SIGN

Date September 19, 1996

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☒

(See other side for information on intangible tax.)

12. I certify that I am an officer or director of the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

9-19-96 (954) 972-0496
Date Daytime Phone