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**THE COUNCIL**  
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**ALVIN CARRIE**  
**NORMAN BRIDG, P. A.**  
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**ALAN M. GELMAN**  
**HOWARD M. RUDOLPH**  
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**LOUIS R. QUINN, JR. \***


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OTHER OFFICES: BOCA RATON · FT. LAUDERDALE · MIAMI · STUART · TALLAHASSEE · TAMPA · WEST PALM BEACH

Florida Department of State  
June 13, 1995  
Page 2

If you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Laurie L. Bergstresser  
Paralegal

/llb  
Enclosures  
cc: Andrew L. McIntosh, Esq.  
Robert T. Rosen, P.A.

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1995 JUN 14 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**THE EPILEPSY SERVICES PROGRAM OF CENTRAL FLORIDA, INC.**

In accordance with §617.013, Florida Statutes, the undersigned incorporator adopts the following Articles of Incorporation:

**ARTICLE I : NAME**

The name of this corporation shall be The Epilepsy Services Program of Central Florida, Inc.

**ARTICLE II : ADDRESS**

The initial mailing address and the initial principal office address of this corporation shall be 22 West Lake Beauty Drive, Suite 314, Orlando, Florida 32806.

**ARTICLE III : DURATION AND COMMENCEMENT OF EXISTENCE**

The existence of this corporation will commence on the date of filing of these Articles of Incorporation. The term of existence of the corporation is perpetual.

**ARTICLE IV : PURPOSE**

This corporation is organized exclusively for charitable purposes, including, for such purposes, the following:

- (a) To promote a better understanding of what epilepsy is and is not; to promote acceptance of persons with epilepsy as an individual who with proper medication, can usually lead a normal life; to encourage legislative action to eliminate discrimination against persons with epilepsy; to support medical research; to provide patient, parent and public education about epilepsy; to provide job placement referrals for persons with epilepsy; to cooperate with other agencies to assist persons with epilepsy with any needs they may have.
- (b) To acquire, employ, build, maintain, lease, contract, own and otherwise provide for such facilities, personnel and equipment as, in the discretion of the Board of Directors and within the limitations of the law, may be required for the operation of the corporation.

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- (c) To sell, lease or otherwise dispose of any property or facilities of the corporation which in the discretion of the Board of Directors and within the limitations of law, may be considered advisable in the operation of the corporation.
- (d) To enter into such contracts or agreements as, in the discretion of the Board of Directors and within the limitations of law, may be considered advisable for the operation of the corporation.
- (e) To solicit and accept gifts of money or property, real and personal, within such limitations of the law as may be applicable, in order to carry out the purposes hereinabove set forth.

#### ARTICLE V : MEMBERS

This corporation shall not have members.

#### ARTICLE VI : DIRECTORS

The corporation shall have six (6) directors initially. The number of directors to be elected, the manner of their election and their respective terms shall be as set forth in this corporation's Bylaws. The names and street addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Mr. Douglas Gantt	603 N. Garfield Avenue Deland, Florida 32724
Ms. Tony De Angelo	305 Lakepoint Drive, Apt. 304 Altamonte Springs, Florida 32701
Mr. Mark Pare, C.P.A.	1207 Edwards Lane Orlando, Florida 32804
Dr. Elizabeth Camm, M.D.	2675 Middlesex Road Orlando, Florida 32803
Ms. Kathy Marinelli	7384 Rush Court Orlando, Florida 32818
Ms. Nancy Lopez	8228 Alcoa Court Orlando, Florida 32836

#### ARTICLE VII : BYLAWS

The Bylaws of this corporation shall be adopted by the initial Board of Directors. The Bylaws may be amended in accordance with provisions thereof.

#### ARTICLE VIII : AMENDMENT

Amendments to these Articles shall be proposed and adopted by a majority vote of the Board of Directors, in accordance with the provisions of this corporation's Bylaws.

#### ARTICLE IX : INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 22 West Lake Beauty Drive, Suite 314, Orlando, Florida 32806, and the name of the initial registered agent of this corporation at that address is Mark Pare, C.P.A.

#### ARTICLE X : INCORPORATION

The name and address of the incorporator is as follows:

Charles F. Carmen	22 West Lake Beauty Drive Suite 314 Orlando, Florida 32806
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#### ARTICLE XI: RESTRICTED ACTIVITIES

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, or other private persons, except that this 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. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this 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. Notwithstanding any other provision of these articles, this 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 Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future tax code.

#### ARTICLE XII : DISSOLUTION

Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious 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, as amended, as the Board of Directors shall determine.

#### ARTICLE XIII : INDEMNIFICATION

Every director, every officer and every committee member of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the director or officer in connection with any proceeding or any settlement thereof to which the director or officer may be a party, or in which the director or officer may become involved by reason of the director or officer 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, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the director's or officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of May, 1995.

By: 

Charles F. Carmen

STATE OF FLORIDA )

33:

COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of May, 1995 by CHARLES E. CARMEN, who is personally known to me or presented \_\_\_\_\_ as identification, and did not take oath.

John R. Jensen  
Notary Public  
Print Name:  
My Commission Expires:



JOANNE R JENSEN  
My Commission CC207010  
Expires Mar 10, 1997  
Huckleberry Associates Inc  
800-422-1555

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

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned not for profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is The Epilepsy Services Program of Central Florida, Inc.
2. The name and address of the registered agent and office is:

Mark Pare  
22 West Lake Beauty Drive  
Suite 314  
Orlando, Florida 32806

THE EPILEPSY SERVICES PROGRAM OF  
CENTRAL FLORIDA, INC.

By: *Douglas C. Grant*  
Print Name DOUGLAS C. GRANT  
Its: PRESIDENT, BOARD OF DIRECTORS

Dated this 18<sup>th</sup> day of May, 1995.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT INCLUDING THOSE CONTAINED IN SECTION 617.0503, FLORIDA STATUTES.

*Mark Pare*  
MARK PARE

Dated this 19<sup>th</sup> day of May, 1995.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA