

**N95000003754**

DAVID T. PRICE  
ATTORNEY AT LAW  
550 S.W. 12TH AVENUE  
DEERFIELD BEACH, FLORIDA 33442  
TELEPHONE (305) 421-9399

June 24, 1995

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-06/29/95--01057--011  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

RE: RANDY REFKIN, M.D., MEMORIAL FUND, INC.

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above named corporation, together with our check in the amount of \$122.50.

Kindly file the original and return the copy to this office in the self-addressed and stamped envelope supplied for your convenience.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Very truly yours,

*David T. Price*  
DAVID T. PRICE

DTP/smp  
Enclosure

00628  
00612  
00671

7/6/95  
*(Signature)*

095-13417



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 3, 1995

DAVID T. PRICE  
550 SW 12TH AVENUE  
DEERFIELD BEACH, FL 33442

SUBJECT: RANDY REFKIN, M.D., MEMORIAL FUND, INC.  
Ref. Number: W95000013417

We have received your document for RANDY REFKIN, M.D., MEMORIAL FUND, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 695A00032310

## ARTICLES OF INCORPORATION

RANDY REPKIN, M.D., MEMORIAL FUND, INC.  
(A Corporation Not for Profit)

The undersigned hereby submit the following Articles of Incorporation for the formation of a corporation not-for-profit in accordance with the laws of the State of Florida.

### I NAME

The name of the corporation shall be RANDY REPKIN, M.D., MEMORIAL FUND, INC. (the "Corporation").

### II ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation shall be Galleria Professional Building, 915 Middle River Drive, Suite 220, Fort Lauderdale, Florida 33304, but the Corporation may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation.

### III PURPOSE

This Corporation is organized for the purpose of raising funds for, and generating charitable contributions to, Poverello Center, Inc. or other similar charitable organizations qualified under Section 501(c)(3) of the Internal Revenue Service Code and dedicated to the purpose of assisting persons suffering from the disease known as AIDS, assisting 501(c)(3) qualified organizations engaged in research in obtaining a cure for the disease known as AIDS and other charitable endeavors related to the assistance of those suffering from the disease known as AIDS and the irridication of the disease known as AIDS. An organization is a qualified organization for the purposes of these Articles only if it is described in Section 501(c)(3) and Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 as amended, or corresponding sections of any future federal tax code.

IV  
DIRECTORS

The governing body of this Corporation shall be the Board of Directors. The Board of Directors of Randy Refkin, M.D., Memorial Fund, Inc. shall be elected or appointed in accordance with the provisions of the Bylaws of Randy Refkin, M.D., Memorial Fund, Inc.

V  
REGISTERED AGENT

The registered office of the Randy Refkin, M.D., Memorial Fund, Inc. shall be located at Galleria Professional Building, 915 Middle River Drive, Suite 220, Fort Lauderdale, Florida 33304. The name and address of the initial registered agent of the Randy Refkin, M.D., Memorial Fund, Inc. is Paul Refkin, Galleria Professional Building, 915 Middle River Drive, Suite 220, Fort Lauderdale, Florida 33304.

VI  
INCORPORATORS

The name and address of the incorporators of Randy Refkin, M.D., Memorial Fund, Inc. are:

<u>Name</u>	<u>Address</u>
Paul Refkin	Galleria Professional Building 915 Middle River Drive Suite 220 Fort Lauderdale, FL 33304
Beverly Refkin	Galleria Professional Building 915 Middle River Drive Suite 220 Fort Lauderdale, FL 33304

VII  
DIRECTORS

The names and addresses of the individuals who shall serve as the initial directors of the Randy Refkin, M.D., Memorial Fund, Inc. are as follows:

<u>Name</u>	<u>Address</u>
Paul Refkin	Galleria Professional Building 915 Middle River Drive Suite 220 Fort Lauderdale, FL 33304

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Beverly Refkin

Galleria Professional Building  
915 Middle River Drive  
Suite 220  
Fort Lauderdale, FL 33304

VIII  
OFFICERS

The affairs of this Corporation shall be managed on a day-to-day basis by the officers in accordance with the Bylaws. The officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors.

IX  
DISSOLUTION

In the event of dissolution of the Randy Refkin, M.D., Memorial Fund, Inc., the residual assets of the Corporation will be distributed to The Poverello Center, Inc., or to one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501(c)(3) and 170(c)(2) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 as amended or corresponding sections of the Internal Revenue Service Code.

X  
DURATION

The Corporation shall have perpetual existence.

XI  
BYLAWS

The first Bylaws shall be adopted by the directors and may be altered, amended or rescinded by the directors in the manner provided by the Bylaws.

XII  
AMENDMENTS

These Articles may be amended or repealed, in whole or in part, by a majority vote at any duly organized meeting of the directors.

XIII  
CHARITABLE RESTRICTIONS AND LIMITATIONS

1. No part of the net earnings of Randy Refkin, M.D., Memorial Fund, Inc., Inc. shall enure to the benefit of or be distributed to its governing Board of 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 payment and distribution in furtherance of the purposes set forth in Article III hereof.

2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for public office.

3. It is intended that this Corporation shall have the status of a Corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code, as an organization described in Section 501(c)(3) of the Code, and described in Section 509(a)(3) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

4. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

XIV  
SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

<u>Name</u>	<u>Address</u>
Paul Refkin	Galleria Professional Building 915 Middle River Drive Suite 220 Fort Lauderdale, FL 33304
Beverly Refkin	Galleria Professional Building 915 Middle River Drive Suite 220 Fort Lauderdale, FL 33304

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this 4 day of May, 1995.

Paul Refkin (L.S.)  
PAUL REFKIN

Beverly Refkin (L.S.)  
BEVERLY REFKIN

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31 day of May, 1995 by PAUL REFKIN, who is personally known to me ~~or who has produced~~ as identification and who did/did not take an oath.



DAVID T PRICE  
My Commission CC408568  
Expires Oct. 06, 1998

David T Price  
Notary

Printed name

My commission expires:

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 31 day of May, 1995 by BEVERLY REFKIN, who is personally known to me ~~or who has produced~~ as identification and who did/did not take an oath.



DAVID T PRICE  
My Commission CC408568  
Expires Oct. 06, 1998

David T Price  
Notary

Printed name

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That RANDY REFKIN, M.D., MEMORIAL FUND, INC.  
desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of  
Incorporation at the City of Fort Lauderdale  
County of Broward, State of Florida,  
has named Paul Refkin located at  
Galleria Professional Building  
915 Middle River Drive, Ste 220, City of  
Fort Lauderdale, County of  
Broward, State of Florida, as its  
Agent to accept service of process within this State.

by Paul Refkin  
Corporate Officer

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the  
above stated corporation, at place designated in this  
Certificate, I hereby accept said appointment and agree to act  
in this capacity and I agree to comply with the provisions of  
said Act relative to keeping open said office.

by Paul Refkin  
Resident Agent