

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-0171
904-222-0391 FAX

000-342-0086



networks
PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

96000001866

RECEIVED
36 APR - 6
FILED
91 APR - 1
17:01
FBI
TALLAHASSEE, FL

ACCOUNT NO. : 072100000032

REFERENCE : 901033 4725005

AUTHORIZATION : Patricia Piziks

COST LIMIT : \$ 70.00

ORDER DATE : March 29, 1996

ORDER TIME : 9:37 AM

ORDER NO. : 901033

CUSTOMER NO: 4725005

36000001866

CUSTOMER: Jon Ulrich, Legal Asst
ZUCKERMAN SPAEDER GOLDSTEIN
TAYLOR & KOLKER
1201 Connecticut Avenue, N.w.
12th Floor
Washington, DC 20036

DOMESTIC FILING

NAME: PREVENTACARE NON-PROFIT, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

4896
7b
W96-7183



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: PREVENTACARE NON-PROFIT, INC.
Ref. Number: W96000007183

We have received your document for PREVENTACARE NON-PROFIT, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

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.

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) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 896A00015294

**ARTICLES OF INCORPORATION
OF**

**Preventacare Non-Profit, Inc.
(A Nonstock Corporation)**

FILED
95 APR -4 AM 7:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: We, the undersigned, Patrick Meehan and Mark Breiner, whose post office addresses are, respectively, 4011 Carrollwood Village Drive, Tampa, Florida 33624 and 2332 Waterview Court, Palm Harbor, Florida 34684, being at least eighteen years of age, do, under and by virtue of the General Laws of the State of Florida authorizing the formation of corporations, associate ourselves as the incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is Preventacare Non-Profit, Inc.

THIRD: The corporation shall be operated exclusively to foster charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The corporation shall fulfill the foregoing purposes by making grants to organizations that are described in section 501(c)(3) and by expending its funds directly or by means of grants to others to accomplish one or more of the purposes described in sections 170(c)(2)(B) & 501(c)(3) of the Code. Within the limitations of the foregoing, the corporation shall give special emphasis to inform and educate the public in the field of preventative healthcare.

In furtherance of these purposes, the corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions, to any qualified organizations and engage in any lawful act or activity in furtherance of such cause.

FOURTH: The post office address of the principal office of the corporation in this State is 11734 N. Dale Mabry, Tampa, Florida 33618.

FIFTH: The name of the resident agent of the corporation in this State is Patrick Meehan and post office address of the resident agent is 11734 N. Dale Mabry, Tampa, Florida, 33624.

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: Except as otherwise provided by law, or in any bylaw of the corporation, the business of the corporation shall be managed by and all powers of the corporation shall be exercised

by the Board of Directors of the corporation. The number of initial directors of the corporation shall be four (4), which may be increased or decreased in accordance with the bylaws of the corporation. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

Patrick Meehan

Karen Meehan

Mark Breiner

Shelley Breiner

The method of election and removal of the directors is set forth in the bylaws.

EIGHTH: (a) The internal affairs of the corporation shall be regulated by the bylaws.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 purpose set forth in Article Third hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by section 501(h) of the Code and in any corresponding laws of the State of Florida), and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

During such period or periods of time as the corporation is treated as a "public charity" pursuant to section 509 of the Code, the corporation shall not exceed the allowable amount permitted for its lobbying efforts so as to subject the corporation to tax under section 4911 of the Code. Further, the Corporation is prohibited from making any expenditures that would result in the loss of its exempt status and subject the corporation to an additional tax under section 4912 of the Code.

(c) Notwithstanding any other provisions of these Articles, the 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 the corporation.

(d) In the event of the liquidation, dissolution or other discontinuance of the corporation, all of its then remaining assets and property of whatsoever nature and description, after paying or making provision for the payment of all of the liabilities of the corporation, shall be distributed exclusively for the purposes of the corporation or for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

(e) If the corporation qualifies as a private foundation within the meaning of section 509 of the Code, then it will not:

(1) fail to 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.

(2) 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.

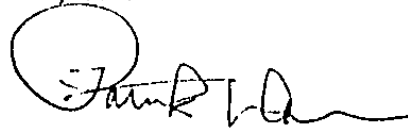
(3) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(4) 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.

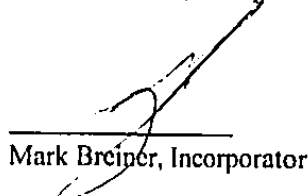
(5) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned incorporators of Preventacare Non-Profit, Inc., who executed the foregoing Articles of Incorporation, hereby acknowledges the same to be their act and further acknowledges that, to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

DATED THE 26 DAY OF MARCH, 1996.



Patrick Meehan, Incorporator



Mark Breiner, Incorporator

RETURN TO:

Eric F. Facer
Zuckerman, Spader, Goldstein
Taylor & Kolker
1201 Connecticut Avenue, N.W.
Washington, D.C. 20036

N 9600001866

CSC networks

PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 935740 4725005

AUTHORIZATION *Patricia Pizutto*

COST LIMIT : \$ 35.00

FILED
95 APR 30 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : April 29, 1996

ORDER TIME : 11:37 AM

ORDER NO. : 935740

700001801947

CUSTOMER NO: 4725005

CUSTOMER: Jon Ulrich, Legal Asst
Zuckerman Spaeder Goldstein
1201 Connecticut Avenue, N.W.
12th Floor
Washington, DC 20036

NR same

Jenny GAVE DOMESTIC AMENDMENT FILING

AUTHORIZATION BY PHONE TO

CORRECT *correct statute* EVENTACARE NON-PROFIT, INC.

DATE *5/1*

DOC. EXAM *CB*

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: *KRB 5/1*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 18, 1996

CSC NETWORKS

The name PREVENTION AMERICA, INC. has been reserved for 120 days beginning April 18, 1996. The reservation number is R96000001980 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 885.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 096A00018133

ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

PREVENTACARE NON-PROFIT, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted:
The Amendment effected by these Articles of Amendment to Articles of Incorporation of Preventacare Non-Profit, Inc. is a change in the Corporation's true corporate name to Prevention America, Inc. Accordingly, the Second (2nd) Article of the Articles of Incorporation of Preventacare Non-Profit, Inc. is hereby deleted in its entirety and the following new Second (2nd) Article is substituted in lieu thereof:

"SECOND: The name of the corporation is Prevention America, Inc."

SECOND: The date of adoption of the amendment(s) was: APRIL 17th, 1996

THIRD: Adoption of Amendment (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment was adopted by the board of directors.

PREVENTACARE NON-PROFIT, INC.

Corporation Name

Signature of Chairman, Vice Chairman, president or other officer

Mark Breiner

Typed or printed name

President

Title

4/25/96

Date

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96 APR 30 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N96000001866

Prevention America - Healthy
Lifestyles Expo
35246 U.S. 19 North Suite 320
Palm Harbor, FL 34684

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****140.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input checked="" type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
97 APR 17 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/22

Florida Department of State, Sandra B. Mortham, Secretary of State


OFFICER / DIRECTOR RESIGNATION

I, CHESTER HAMBLIN, hereby resign as DIRECTOR
(Title)

of PREVENTION AMERICA, INC
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation. EFFECTIVE 3-1-97


(Signature of resigning officer/director)

FILED
97 APR 17 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

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

N96000001866

Prevention America - Healthy
Lifestyles Expo
35246 U.S. 19 North Suite 320
Palm Harbor, FL 34684

800002145948--4
-04/17/97--01031--001
****140.00 *****35.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/22

Florida Department of State, Sandra B. Mortham, Secretary of State

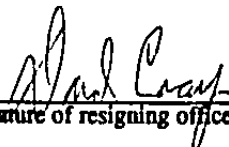
OFFICER / DIRECTOR RESIGNATION

I, DAVID CRAY, hereby resign as DIRECTOR
(Title)

of PREVENTION AMERICA, INC.
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation. **EFFECTIVE 3-1-97**


(Signature of resigning officer/director)

FILED
97 APR 17 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE IS \$35.00

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

N96000001866

Prevention America - Healthy
Lifestyles Expo
35246 U.S. 19 North Suite 320
Palm Harbor, FL 34684

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<input type="checkbox"/>	Other

FILED
97 APR 17 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
SH 4/22

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

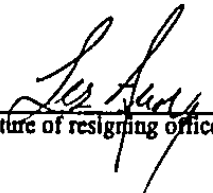
FILED
97 APR 17 PM 1:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, LES ARON, hereby resign as DIRECTOR
(Title)

of PREVENTION AMERICA, INC
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation. **EFFECTIVE 3-1-97**


(Signature of resigning officer/director)

FILING FEE IS \$35.00

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

N96000001866

Prevention America - Healthy
Lifestyles Expo
35246 U.S. 19 North Suite 320
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-04/17/97--01031--001
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AMENDMENTS	
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<input checked="" type="checkbox"/>	Resignation of R.A. (Officer/ Director)
<input type="checkbox"/>	Change of Registered Agent
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<input type="checkbox"/>	Merger

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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97 APR 17 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SH 4/22

Florida Department of State, Sandra B. Mortham, Secretary of State

OFFICER / DIRECTOR RESIGNATION

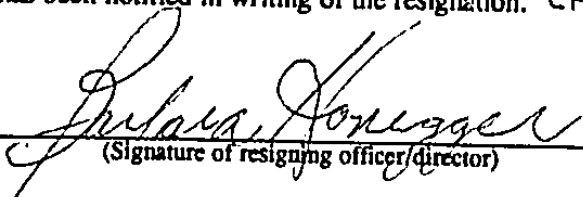
FILED
97 APR 17 PM 1:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, BARBARA HONEGGER, hereby resign as DIRECTOR
(Title)

of PREVENTION AMERICA, INC
(Name of Corporation)

a corporation organized under the laws of the State of FLORIDA

and affirm that the corporation has been notified in writing of the resignation. EFFECTIVE 3-1-97


(Signature of resigning officer/director)

FILING FEE IS \$35.00

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