

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

*9600002519*

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
JAN 11 1996

Hepatitis and Liver Awareness Group  
of South Florida, Inc.

SUBJECT: \_\_\_\_\_  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Clint Hatcher

\_\_\_\_\_  
Name (Printed or typed)

2516 Madison Street

\_\_\_\_\_  
Address

Hollywood, FL 33020

\_\_\_\_\_  
City, State & Zip

954-920-6296

\_\_\_\_\_  
Daytime Telephone number

*96-9402*

*OKED*

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum  
Secretary of State

May 2, 1996

CLINT HATCHER  
2516 MADISON STREET  
HOLLYWOOD, FL 33020

SUBJECT: HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH  
FLORIDA  
Ref. Number: W96000009402

We have received your document for HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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: 996A00021357

ARTICLES OF INCORPORATION  
OF  
HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA, INC.,

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THE UNDERSIGNED, as Incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I  
NAME

Section 1.1. The name of the corporation is Hepatitis and Liver Awareness Group of South Florida, INC., (the "Corporation")

ARTICLE II  
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III  
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue Certificates of Membership.

ARTICLES OF INCORPORATION  
OF  
HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA . INC.

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ARTICLE IV  
PURPOSE

Section 4.1. The purposes for which the corporation is organized is for promoting the formation of support groups to assist individuals with liver disease and their families; encourage research in liver disease through participation in studies and financial support; develop educational campaigns to increase public awareness about hepatitis and liver disease; provide a telephone information line to offer support to those affected by hepatitis and liver disease; to work with professional and community organizations to promote liver wellness and disease prevention; to provide educational forums on the treatment of liver disease; to support alcohol and drug abuse prevention efforts; and for transacting any and all lawful business for which a not-for-profit corporation may be incorporated under the laws of the State of Florida and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or they hereafter may be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

ARTICLES OF INCORPORATION  
OF  
HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA, INC.,

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Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLES OF INCORPORATION  
OF  
HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA, INC.

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Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V  
MEMBERS

Section 5.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLES OF INCORPORATION  
OF  
HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA, INC.,

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ARTICLE VI  
DIRECTORS

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than three (3) Directors are present. The affirmative vote of at least two (2) Directors shall be necessary for all corporate actions requiring a vote of the Board, including, but not limited to, the following:

- 6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.
- 6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.
- 6.1.3. Organization of a subsidiary or affiliate by the Corporation.
- 6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following members listed on the attached Exhibit A, having been elected in accordance with this Section 6.2 and the Bylaws.

Section 6.3. The term of office of an elected Director shall be one (1) year and shall expire, regardless of whether or not a successor shall have been duly elected and qualified.

ARTICLES OF INCORPORATION  
OF  
HHPATTIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA, INC.,

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EXHIBIT A

Answers to Section 6.2.

- 1) Mayrene Hernandez  
1100 SW 32nd Street  
Fort Lauderdale, FL 33315
- (2) Jenna Schlissel  
2002-A Natura Blvd.  
Deerfield Bch., FL 33441
- (3) Joseph R. Caesar, Jr.  
861 N. Figtree Lane  
Plantation, FL 33317
- (4) James Farrell  
1653 NE 32nd Street  
Fort Lauderdale, FL 33334
- (5) Andrew Cass  
1502 Cayman Way C4  
Pompano Bch., FL 33066
- (6) Clinton Hatcher  
2516 Madison Street  
Hollywood, FL 33020
- (7) Barbara L. Joffe  
5660 SW 4th Court  
Plantation, FL 33317
- (8) Kathy Pope  
1735 SW 29th Ave.  
Fort Lauderdale, FL 33312



ARTICLES OF INCORPORATION  
OF  
HIBPATTIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA, INC.

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ARTICLE VII  
ADDRESS

Section 7.1. The street address of the principal office of this corporation in the State of Florida is:

Barbara L. Joffe  
5660 SW 4th Court  
Plantation, FL 33317

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII  
REGISTERED AGENT AND REGISTERED OFFICE

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Barbara L. Joffe	5660 SW 4th Court Plantation, FL 33317

ARTICLE IX  
AMENDMENT

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

ARTICLE X  
BYLAWS

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLES OF INCORPORATION  
OF  
HIBPATTIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA INC.,

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ARTICLE XI  
INCORPORATOR

Section 11.1. The name and address of the incorporator of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
James Farrell	1653 NE 32nd Street Fort Lauderdale, FL 33334
Clinton Hatcher	2516 Madison Street Hollywood, FL 33020
Barbara L. Joffe	5660 SW 4th Court Plantation, FL 33317

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of March, 1996.

INCORPORATOR:

James P. Farrell  
Clinton B. Hatcher  
Barbara L. Joffe

ARTICLES OF INCORPORATION  
OF  
HEPATITIS AND LIVER AWARENESS GROUP OF SOUTH FLORIDA, INC.,

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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 Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Hepatitis and Liver Awareness Group of South Florida desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Plantation, County of Broward, State of Florida, has named Barbara L. Joffe, located at Plantation, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

REGISTERED AGENT:

DATE: 4/23/96

Barbara L. Joffe

Barbara L. Joffe

**HEPATITIS AND LIVER  
AWARENESS GROUP  
OF SOUTH FLORIDA**

*PO Box 16654 Plantation, FL 33318*

**CHANGE OF ADDRESS:**

**Now Address:** 1653 NE 32nd Street  
c/o James Farrell  
Ft. Lauderdale, FL 33334

**Old Address:** 5660 S.W. 4th Court  
Plantation, FL 33317

Mailing address continues to be PO. Box 16654, Plantation, FL 33318.

LT  
11-7-96

(IRS USE ONLY) 575F 650675154 07-02-96 HEPA D 0716926080 SS-4

Keep this part for your records.

CP 575 F (Rev. 1-95)

Return this part with any correspondence  
so we may identify your account. Please  
correct any errors in your name or address.

CP 575 F

0716926080

Your Telephone Number Best Time to Call  
( ) -

DATE OF THIS NOTICE: 07-02-96  
EMPLOYER IDENTIFICATION NUMBER: 65-0675154  
FORM: SS-4

INTERNAL REVENUE SERVICE  
ATLANTA GA 39901

HEPATITIS AND LIVER AWARENESS GROUP  
OF SOUTH FLORIDA INC  
% BARBARA JOFFE  
PO BOX 16654  
PLANTATION FL 33318