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FROM: AKERMAN, SENTERFITT

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TO: DIVISION OF CORPORATIONS

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.

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NAME: NPF REHABILITATION, INC. - LOUISIANA

AUDIT NUMBER.....H97000018247

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**ARTICLES OF INCORPORATION  
OF  
NPF REHABILITATION, INC. - LOUISIANA**

The undersigned, acting as incorporator of a corporation not-for-profit under the applicable Florida statutes, hereby adopts the following Articles of Incorporation for such Corporation.

**ARTICLE 1**

**NAME AND ADDRESS**

The name of the Corporation shall be NPF REHABILITATION, INC. - LOUISIANA, and the address of the Corporation's principal office and its mailing address is 1501 N.W. 9th Avenue, Bob Hope Road, Miami, Florida 33136-9990.

**ARTICLE 2**

**PURPOSE**

The purposes for which this Corporation is formed are to:

A. Operate a therapy and rehabilitation program directed at those afflicted with Parkinson's disease and related neurological disorders and to make distributions of substantially all of the income from the operation of said program to the National Parkinson Foundation, Inc., a Florida not-for-profit corporation ("NPF"), exempt from Federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"); and

Prepared by:  
Marshall R. Burack, Esq.  
One S.E. 3rd Avenue, 28th Floor  
Miami, Florida 33131  
(305) 374-5600  
Florida Bar No. 234621

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B. Do all things that are incident or conducive, directly or indirectly, to the attainment of the above-mentioned purposes.

All funds of the corporation and any monies from its operation shall be used in the furtherance of the purposes set forth above, and no benefits shall inure to any private parties, except benefits incidental to the objectives of the Corporation. All powers exercised herein shall be in conformance with the provisions of Code Section 501(c)(3) and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

### ARTICLE 3

#### POWERS

The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the laws of the State of Florida. Without in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

- A. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description;
- B. Borrow and solicit funds in furtherance of the Corporation's purposes; and
- C. Purchase, lease, acquire, hold, invest, reinvest, use, mortgage, pledge, sell, assign, transfer, or otherwise dispose of both real and personal property, tangible and intangible, of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of joint or sole ownership.

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## **ARTICLE 7**

### **OFFICERS**

The day-to-day affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Vice-President, Treasurer, Secretary and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors ("Board"). The Officers of the Corporation shall have the sole and exclusive right to manager the day-to-day affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation, these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

## **ARTICLE 8**

### **BOARD OF DIRECTORS**

8.1 The manner in which members of the Board of Directors of the Corporation are elected shall be determined by the By-Laws of the Corporation, to be hereafter adopted.

8.2 The number of persons constituting the initial Board of Directors shall be four (4). However, the Board may, in their discretion, by majority vote of the Board present at a duly convened meeting of the Board, determine to increase or decrease the number of members of the Board, but in no event shall such number be less than three (3).

8.3 The names and addresses of the initial Board of Directors are as follows:

- (a) Martin Gelb  
2801 Lake Avenue  
Sunset Island 1  
Miami Beach, Florida 33140

- (b) Harold Kravitz  
7600 West 20th Avenue  
Suite 223  
Hialeah, Florida 33016
- (c) Nathan Slewett  
National Parkinson Foundation  
1501 N.W. 9th Avenue  
Bob Hope Road  
Miami, Florida 33136-9990
- (d) Robert Slewett  
767 Arthur Godfrey Road  
Miami Beach, Florida 33139

8.4 All powers of the Board of Directors in the management of the day-to-day affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or except as shall be otherwise reserved to the Board of Directors.

## ARTICLE 9

### BY-LAWS

By-Laws shall be adopted, altered, amended or replaced by a majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or these Articles of Incorporation.

## ARTICLE 10

### INCORPORATION

The name of the incorporator executing these Articles of Incorporation is Marshall R. Burack and the street address of the incorporator is One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

**ARTICLE 11**

**INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is American Information Services, Inc. and the street address of the initial registered agent of the Corporation is One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.

IN WITNESS WHEREOF, the Incorporator has hereunto signed these Articles of Incorporation this 3rd day of NOVEMBER, 1997.

**INCORPORATOR:**

By: Marshall R. Burack  
Marshall R. Burack, Esq.

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501 of the Florida Statutes, the undersigned submits the following statement in accepting the designation as registered agent and registered office of NPF Rehabilitation, Inc. - Louisiana, a Florida non-profit corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 3RD day of NOVEMBER, 1997.

American Information Services, Inc.

By: Marla R. Mayster

Marla R. Mayster, Vice President

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