

TRANSMITTAL LETTER

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

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SUBJECT: Friends of Toby Foundation, Inc.
(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

ADDITIONAL COPY REQUIRED

FROM: Michael C. Leone
Name (Printed or typed)

Pepper Hamilton LLP
3000 Two Logan Square
Address

Philadelphia, PA 19103-2799
City, State & Zip

215-981-4886
Daytime Telephone number

98 AUG 14 PM 12:38
FILED
TALLAHASSEE, FLORIDA
STATE DEPT. OF CORP.

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

AUG 18 1998

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ARTICLES OF INCORPORATION
FOR
FRIENDS OF TOBY FOUNDATION, INC.

FILED
98 AUG 14 PM 12:38
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: FRIENDS OF TOBY FOUNDATION, INC. (the "Corporation").

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this Corporation shall be:

2500 Aqua Vista Boulevard, Fort Lauderdale, FL 33301

ARTICLE III PURPOSES

The purposes for which the Corporation is organized are: To solicit contributions and other financial assistance to be used to support, through grants, the programs of various charitable organizations, primarily those which engage in or contribute to spinal cord research; this Corporation shall have all the powers of corporations not for pecuniary profit not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation will 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 of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation will 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.

The Corporation will 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.

The Corporation will 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.

The Corporation will 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.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 payments and distributions in furtherance of the purposes set forth herein. 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 in, or intervene in (including in publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The method of election of the directors of the Corporation shall be stated in the bylaws of the Corporation.

ARTICLE V MEMBERS

This Corporation shall have no members.

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Alan J. Olsen, 2500 Aqua Vista Boulevard, Fort Lauderdale, FL 33301

ARTICLE VII DISTRIBUTION OF ASSETS

In the event of 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 provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of the county in which 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 VIII INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Michael C. Leone, 3000 Two Logan Square, 18th & Arch Streets, Philadelphia, PA 19103.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of July, 1998.

Signature of the Incorporator:

Michael C. Leone, Incorporator

Typed name of Incorporator signing

Mike C. Leone

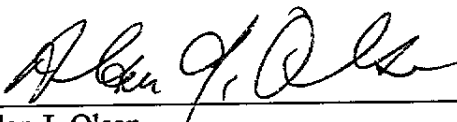
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FRIENDS OF TOBY FOUNDATION, INC.
2. The name and address of the registered agent and office is:

Alan J. Olsen
2500 Aqua Vista Boulevard
Fort Lauderdale, FL 33301

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: 
Alan J. Olsen

Date: 8-11-98

FILED
98 AUG 14 PM 12:38
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA