

N99000005504

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

385-6735

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

100002986801--4

-09/14/99--01053--002

*****78.75 *****78.75

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

1. The Ankle Joint Replacement Foundation Corp
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

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

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

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 SEP 14 AM 11:48

RECEIVED

FILED

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

FILINGS, INC.
2805 LITTLE DEAL RD.
TALLAHASSEE, FL 32308

SUBJECT: THE ANKLE JOINT REPLACEMENT FOUNDATION
CORPORATION
Ref. Number: W99000021143

We have received your document for THE ANKLE JOINT REPLACEMENT FOUNDATION CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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 (850) 487-6930.

Carolyn Batten
Document Specialist

Letter Number: 699A00045267

ARTICLES OF INCORPORATION

OF

THE ANKLE JOINT REPLACEMENT FOUNDATION CORPORATION
(A Corporation Not-For-Profit)

FILED
99 SEP 16 PM 3:42
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator does hereby make, subscribe, certify, file and acknowledge these Articles of Incorporation for the purpose of organizing a not for profit corporation under the laws of the State of Florida pursuant to the requirements of 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 hereafter amended.

ARTICLE I

NAME

The name of the corporation shall be THE ANKLE JOINT REPLACEMENT FOUNDATION CORPORATION (hereinafter referred to as the "Foundation"). Its principal office shall be at 555 N.E. 15th Street, Suite 19K, Miami, Florida 33132, or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II

TERM OF EXISTENCE

The Foundation shall exist perpetually unless dissolved by law.

ARTICLE III

SPECIFIC AND GENERAL PURPOSES

A. The specific and primary purposes for which the Foundation is formed are:

(i) To provide free medical and surgical services relating to ankle joint replacements to indigent, uninsured and underinsured people that would not normally be able to access this form of medical treatment.

(ii) To support and promote ankle joint replacement research, increase knowledge of treatment options as well as experimental treatments related to the ankle joint, as well as overall health issues directly related thereto.

(iii) To support and promote ankle joint replacement education and to specifically encourage and promote overall awareness and involvement of the general public as well as specific public in issues as set forth above.

B. The general purposes for which the Foundation is formed are to operate exclusively for such charitable, religious, educational, scientific, and literary purposes as will qualify the Foundation as an exempt organization under 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 hereafter amended.

ARTICLE IV

POWERS

The Foundation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any 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

for attainment of any or all of the purposes for which the Foundation is organized.

ARTICLE V

PROHIBITED ACTIVITIES

No part of the net earnings of the Foundation, if any, shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered. In the event there are excess receipts over disbursements, such excess shall be applied against future expenses.

Notwithstanding any other provisions of these Articles of Incorporation to the contrary, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under 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 hereafter amended.

ARTICLE VI

CAPITAL STOCK

The Foundation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VII

MEMBERSHIP

The qualifications for members and the manner of their admission shall be as regulated by the By-Laws of the Foundation and as provided herein. The initial member of the Foundation shall consist of the following:

Mark Feldman, M.D.
555 N.E. 15th Street
Suite 19K
Miami, FL 33132

ARTICLE VIII

NUMBER OF DIRECTORS

The manner in which directors are elected shall be stated in the BY-LAWS.

ARTICLE IX

BOARD OF DIRECTORS

The management of the Foundation shall be vested in a Board of Directors. The directors shall be elected at the annual meeting provided for in the By-Laws. Provisions for election and provisions respecting the removal, disqualification and resignation of directors and for filling vacancies on the Board of Directors shall be established by the By-Laws. The number of directors constituting the initial Board of Directors is three (3) and shall be elected at the organizational meeting of the incorporators. All substituted, successor or additional directors of the Foundation whether voting, non-voting or advisory, shall be elected

Foundation whether voting, non-voting or advisory, shall be elected as directors and appointed at the annual meeting of the Foundation, or as otherwise provided for in the By-Laws of the Foundation.

ARTICLE X

OFFICERS

A. The principal officers of the Foundation shall be:

The initial officers shall serve for life, at the discretion of the individual officer. All substituted, successor or additional officers of the Foundation shall be appointed by the Board of Directors as otherwise provided for in the By-Laws of the Foundation.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Gregory J. Ritter, Esq.	Ritter Chusid Bivona & Cohen, LLP 7000 W. Palmetto Park Road Suite 400 Boca Raton, FL 33433

ARTICLE XII

INDEMNIFICATION

The Foundation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer from

and against any and all claims and liabilities, and legal and other expenses incurred in connection therewith to which such person shall become subject to by reason of his or her having been, or hereafter being a director or officer of the Foundation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer, to the fullest extent permitted by the law.

ARTICLE XII

DISSOLUTION

In the event of dissolution or full liquidation of the Foundation, all of the property and assets of the Foundation, after payment of its debts, shall be distributed, to one or more charitable organizations which themselves are exempt as organizations under 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 hereafter amended.

ARTICLE XIII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Foundation in the State of Florida is 7000 West Palmetto Park Road, Suite 400, Boca Raton, Florida 33433, and the initial registered agent of the Foundation at that address is Gregory J. Ritter, Esq.

ARTICLE XIV

AMENDMENT OF ARTICLES

The power to alter, amend and repeal the Articles of Incorporation is vested in the Board of Directors. Such action must be taken pursuant to a resolution approved by a majority of the members of the Board of Directors.

ARTICLE XV

BY-LAWS

The Board of Directors of the Foundation shall adopt By-Laws for the governance of the Foundation which shall be subordinate only to the Certificate of Incorporation and the laws of the United States and the State of Florida. The By-Laws may be amended, altered, supplemented, modified or added to by the Board of Directors at any duly convened meeting of the Board of Directors which is noticed in the manner provided for in the By-Laws of the Foundation.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 13th day of September, 1999.


GREGORY J. RITTER

STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

Before me, the undersigned authority, this day personally appeared GREGORY J. RITTER, to me well known and known to me as the individual described in and who executed the foregoing Articles of Incorporation of THE ANKLE JOINT REPLACEMENT FOUNDATION CORPORATION, and he acknowledged before me that he signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Boca Raton, this 13th day of September, 1999.

My Commission Expires:

Cynthia C. Mendoza
Notary Public, State of Florida
Print Name: ~~Gretchen M. Schmidt~~
Cynthia C. Mendoza
(NOTARY SEAL)



Cynthia C. Mendoza
MY COMMISSION # GC577313 EXPIRES
August 27, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, Florida Statutes, the
following is submitted:

THE ANKLE JOINT REPLACEMENT FOUNDATION CORPORATION, a not-for-profit corporation being organized under the laws of the State of Florida, with its principal place of business at 555 N.E. 15th Street, Suite 19K, Miami, Florida 33132, has named GREGORY J. RITTER, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for THE ANKLE JOINT REPLACEMENT FOUNDATION CORPORATION, at the place designated in this Certificate, I hereby agree to act in such capacity and agree to comply with the provisions of said Act with respect to keeping such office open.

By: _____

REGISTERED AGENT