Support Organization for Trisomy 18, 13 and Related Disorders

September 6, 1999

400002982154--3 -09/09/99--01031-015 *****70.00 *****70.00

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION

SUPPORT ORGANIZATION FOR TRISOMY 18/13

Dear Sirs:

Please find the submitted Articles of Incorporation for the nonprofit organization known as SUPPORT ORGANIZATION FOR TRISOMY 18/13 (S.O.F.T.) OF FLORIDA, INC. The filing fee of \$70.00 is also attached.

Please file and assign a document number to the aforementioned Articles of Incorporation. A self addressed stamped envelope is provided for the return file copy.

Thank you for your time and efforts.

Sincerely,

W-21310

Suzanne Kework



FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

September 16, 1999

SUZANNA KEWORK 143 FLOMICH ST HOLLY HILL, FL 32117

SUBJECT: SUPPORT ORGANIZATION FOR TRISOMY 18/13 OF FLORIDA,

INC.

Ref. Number: W99000021310

We have received your document for SUPPORT ORGANIZATION FOR TRISOMY 18/13 OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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) 487-6928.

Tim Burch Document Specialist

Letter Number: 199A00045576

ARTICLES OF INCORPORATION

We, the undersigned natural persons over the age of twenty-one (21), acting as incorporators of a nonprofit corporation, adopt the following Articles of Incorporation for said corporation.

ARTICLE I

NAME

The name of this nonprofit corporation shall be:

SUPPORT ORGANIZATION FOR TRISOMY 18/13 OF FLORIDA, INC.

ARTICLE II

DURATION

The duration of this corporation shall be perpetual.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be at 143 Flomich Street Holly Hill, FL 32117 and branch places of business may be established and business conducted at other places in the State of Florida. The agent at such address shall be SUZANNE KEWORK.

ARTICLE IV

REGISTERED AGENT

The registered agent of the corporation is SUZANNE KEWORK, and the registered address is: 143 Flomich Street, Holly Hill, FL 32724.

ARTICLE V

PURPOSE

This corporation is organized as a nonprofit corporation and shall be operated exclusively for educational, charitable and scientific purposes, or for the prevention of cruelty to children or animals. Within the scope of the foregoing purposes, the specific pursuits and objects of this corporation shall be as follows:

- A. To provide support, understanding and encouragement to families of individuals with Trisomy 18 or Trisomy 13, as well as provide information to the general public on these conditions and birth defects in general.
- B. To provide medical information to families and professionals regarding Trisomy 18 and Trisomy 13.
- C. To provide twenty-four hour consultation service.
- D. To foster research concerning treatment and prevention of Trisomy 18 and Trisomy 13.
- E. No part of the net earnings of this corporation shall inure tot he benefit of any individual; no substantial part of the activities of this corporation shall be in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in political campaign on behalf of any candidate for political office.

This corporation shall not carry on, otherwise than as an insubstantial part of its activities, activities which are not in furtherance of one or more of the aforementioned purposes for which the corporation is organized.

ARTICLE VI MEMBERS

The members of this corporation shall be divided into two classes. Class A members shall have voting rights, one vote per member, and Class B members who shall have no voting rights but shall be entitled to attend and otherwise participate in the annual meetings of this corporation. Determination of a member's classification shall be made according to the requirements established pursuant to the by-laws. The members present at any meeting shall constitute a quorum

Election of Directors shall take place at the annual conference. The Past President shall oversee the election process. Each member, eighteen (18) years and older may cast one vote, with no more than two (2) votes per family. The President is elected by the Board of Directors. Vacancies in Office will be filled according to Article IX of the corporations by-laws

ARTICLE VII POWERS

A. <u>POWERS IN GENERAL</u>8/23/99 Subject to the purposes declared in Article_V and any other limitations herein expressed, this corporation shall have the power to do any and all things which a nonprofit corporation may do under the laws of the State of Florida, except as prohibited in subparagraph B of Article VII.

B. PROHIBITED TRANSACTIONS: Under no circumstances shall this corporation accomplish or do, no shall it have the power to accomplish or do any of the things hereinafter defined as "prohibited transaction"; further, the Governing Board of this corporation shall not accomplish or do anything which is hereinafter defined as a "prohibited transaction" For purposes of this subparagraph B of Article VII_of the Articles of Incorporation, the term "prohibited transaction" is defined as, and shall mean any transaction in which this corporation:

(1) lends any part of its income, capital or assets, without the receipt of adequate security and a reasonable rate of interest to;

(2) allowance for salaries or other compensation for personal services actually rendered, to:

(3) Makes any part of its services available on a preferential basis, to;

- (4) makes any substantial purchase of securities or any other property, for more than adequate consideration, in money or money's worth, from;
- (5) sells any substantial part of its securities or other property, for less than an adequate consideration in money or money's worth, to; or

(6) engages in any other transaction which results in a substantial diversion of its income or corpus to:

any member of the Governing Board, any member of the corporation, a member of the family (as defined in Section 267(c)(4) of the Internal Revenue Code of 1954, as amended) of an individual who has made a substantial contribution of this corporation; or a corporation controlled by such person through the ownership, directly or indirectly, of 50 percent or more, of the total combined voting power of all classes of stock entitle to vote, or 50 percent or more of the total value of shares of all classes of stock of the corporation.

Provide further that under no circumstances shall this corporation accomplish or do, nor shall it have the power to accomplish or do any act or thing which is defined as a "prohibited transaction" within the meaning of Section 503(b) of the Internal Revenue Code of 1954, and any amendment or successor to such section.

This corporation shall not carry on otherwise than as a insubstantial part of its activities, any activities which are not in furtherance of one or more of the purposes set forth in Article V.

ARTICLE VIII

GOVERNING BOARD

The affairs of this corporation shall be managed by a Governing Board of Trustees, The number of trustees constituting the initial governing board is three (3) and the names and addresses are:

Name:

Address:

Suzanne Kework

143 Flomich Street, Holly Hill, FL 32117

President

(904) 677-8036

Matthew Kework

143 Flomich Street, Holly Hill, FL 32117

Vice President

(904) 677-8036

Penny Victor

1707 Palm Avenue, Deland, FL 32724

Treasurer/Sec.

(904) 738-5780

ARTICLE IX INCORPORATORS

The incorporator of this corporation is SUZANNE KEWORK & MATTHEW KEWORK, whose address is 143 Flomich Street, Holly Hill, FL 32117

ARTICLE X LIMITATION ON LIABILITY OF TRUSTEES

The private property of the trustees and officers shall not be liable for the obligations of the corporations.

ARTICLE XI ARTICLE XI AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended at any time in any manner which is permissible under the laws of the State of Florida; provided, however, that these Articles of Incorporation shall in no event be amended in any manner as to change this corporation from a nonprofit corporation to a corporation organized or operated for pecuniary profit; nor shall the Articles of Incorporation be amended so as to make the purposes of the corporation inconsistent with he purposes as specified in Article V

DATED: 9-19-99

SUZANNE KEWORK, Incorporator

ARTICLE XII DISSOLUTION

This corporation is one is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, educational and/or scientific purposes, or for the prevention of cruelty to children or animals, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the district court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the litigation.

HAVING BEEN NAMED AS REGISTERED AGENT and to accept service of process for the above stated corporation at the place designated in this certificate, 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

DATE: 9-19-99

SUZANNE KEWORK, Registered Agent