

N99000006318

October 14, 1999

Secretary of State  
Florida Department of State  
Corporations Divisions  
P.O. Box 6347  
Tallahassee, Florida 32314

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-10/22/99-01091-010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

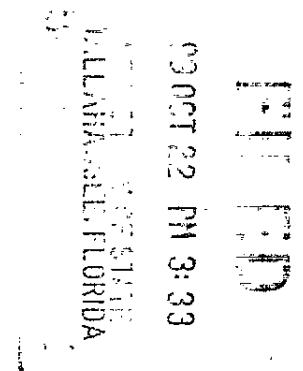
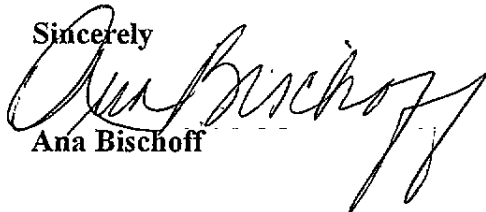
RE: FIRST FAMILY PLEDGE FOUNDATION, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above-referenced corporation along with the filing fee of \$78.75. Please cause these Articles of Incorporation to be filed and return to me a files stamped copy thereof. If you have any questions or if there are any problems, feel free to contact me. A self-addressed stamped envelope for ease of return is enclosed for your convenience.

Sincerely

Ana Bischoff



EFFECTIVE DATE  
10-20-99

ajc 10/25

**ARTICLES OF INCORPORATION  
OF  
FIRST FAMILY PLEDGE FOUNDATION, INC.  
A Not For Profit Corporation**

The undersigned, desiring to form a corporation, not for profit, under the provisions of the laws of the State of Florida, hereby make, subscribe and acknowledge before a notary public, and file with the Secretary of State of the State of Florida, the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is: FIRST FAMILY PLEDGE FOUNDATION, INC.

**ARTICLE II - PURPOSE**

a. The corporation is organized exclusively for religious, charitable, scientific, literary, educational and scientific purposes, within the meaning of Section 501(c), of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

b. The general nature of the business to be conducted and the purposes to be conducted and promoted by the corporation is to engage in public education activities to promote organ and tissue donation.

c. To engage in every aspect and phase of each and every lawful business or operation permitted by the law of the State of Florida, including but not limited to the right and power to manufacture, distribute, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise acquire and to own mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest income, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or

**EFFECTIVE DATE**  
10-20-99

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cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, or state fair of exposition.

d. To purchase, take and lease, or exchange, hire or otherwise acquire any real or personal property, rights, or privileges suitable or convenient for any purposes of this business, and to purchase, acquire, erect and construct, make improvements of buildings or machinery stores or works, insofar as the same may be pertinent to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.

e. To purchase, sell, pledge, subscribe or otherwise acquire and to hold the shares, stocks, bonds, divesture, features, options, commodities, puts and calls or obligations of any company organized under the laws of the State of Florida or of any other state or of any territory of the United States or of any foreign country, except monied or transportation, banking or insurance companies, and to sell or exchange the same.

f. The corporation shall have full power and lawful authority to issue, execute, assign and endorse notes, mortgages, bonds and other negotiable papers; to secure any indebtedness due it in the same manner common to natural persons. It shall have the full authority to loan money and secure the payment thereof by accepting mortgages, personal endorsements or assignments of personal property or other security. It may be sued, contract or be contracted with, and do any and all other acts necessary or incidental to the powers herein specifically designated.

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g. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

h. The foregoing shall be construed as independent businesses, and the enumeration of any specific business shall not restrict any other business of the corporation.

i. The corporation shall, in addition, have the power to carry on any other lawful business whatsoever in connection with the foregoing, which is calculated directly or indirectly to promote the interest of the corporation.

j. To do and perform and cause to be done or performed each, any and all of the acts and things above enumerated and any and all other acts and things insofar as the same may be incidental to or included in any or all of the general powers given, always provided that the grant of the foregoing enumerated powers is upon the express condition precedent that the various powers above enumerated shall be exercised by the acts above recited under which said company is organized, and the same shall be exercised by said company only in the manner and to the extent that the same shall be authorized to be exercised under the said acts above recited under which it was organized as a Not-For-Profit Corporation. The said corporation may perform any part of its business outside the State of Florida or in any other states or colonies of the United States or in any foreign country or countries.

k. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services

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rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of 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 the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

1. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on: a) by the corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code, or b). by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

m. It is the intent of the corporation, that it shall apply for and gain the tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III - DURATION

This corporation shall exist on a perpetual basis commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE IV - DURATION UPON DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable,

educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government.

#### ARTICLE V- INITIAL BOARD OF DIRECTORS

This corporation shall have 3 directors initially made up of transplant surgeons, and corporate and community leaders. The number of directors may be either increased or diminished from time to time by amendment to the by-laws but shall never be less than 2. The name and post office address of the first board of directors who, being subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation, the laws of the State of Florida shall hold office for the 1<sup>st</sup> year of the corporation's existence, or until his successors are selected and have been qualified, is as follows:

Chairman of the Board: Ronald M. Ferguson, MD, PhD  
582 Beachland Blvd., Unit 2  
Vero Beach, FL 32963

President/Director: Milton R. Benjamin  
582 Beachland Blvd., Unit 2  
Vero Beach, FL 32963

Secretary/Treasurer/Director: Ana Bischoff  
582 Beachland Blvd., Unit 2  
Vero Beach, FL 32963

#### ARTICLE VI – INCORPORATOR

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The names and post office address of each subscriber and incorporator of the  
Articles of Incorporation are:

Ana Bischoff  
582 Beachland Blvd.  
Vero Beach, FL 32963

ARTICLE VII – AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in  
these Articles of Incorporation or any amendment thereto, and any right conferred upon  
the members is subject to this reservation.

ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT

This street address of the initial registered office of this corporation is 11380  
Prosperity Farms Rd., Suite 204, Palm Beach Gardens, Florida 33410, and the name of  
the initial registered agent of this corporation at that address is L. Wesley Nichols, Esq.

ARTICLE IX – PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of the corporation shall be located at

582 Beachland Blvd., Unit 2  
Vero Beach, FL 32963

and the mailing address of the corporation shall be:

582 Beachland Blvd., Unit 2  
Vero Beach, FL 32963

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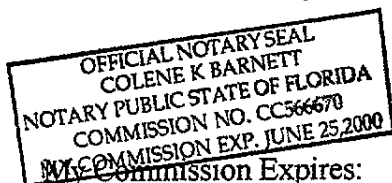
**IN WITNESS WHEREOF**, the undersigned, being the only incorporator named for the purpose of forming a corporation not for profit to do business both without and within the State of Florida does hereby make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts therein stated are true and correct, and does respectfully agree to take the stock herein above set forth as the Incorporator accordingly has hereunto set his hand and seal this \_\_ day of September, 1999.

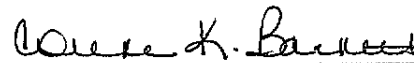
  
Anna Bischoff  
Incorporator

STATE OF FLORIDA                    )  
                    Indian River        ) ss  
COUNTY OF ~~PALM BEACH~~        )

Before me, the undersigned authority personally appeared Anna Bischoff, who is personally known to me and after being by me first duly cautioned and sworn, upon his respective oath, deposes and says that he is the party to the foregoing Articles of Incorporation and severally acknowledge the said execution by his free and voluntary acts and deeds, for himself and that the facts therein stated are truly set out.

WITNESS my hand and official seal this <sup>20th</sup> day of <sup>October</sup> ~~September~~, 1999.



  
Notary Public/ Print and Sign  
Colene K. Barnett

DESIGNATION OF REGISTERED AGENT



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Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

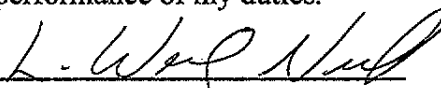
That FIRST FAMILY PLEDGE FOUNDATION, INC., desiring to organize under the laws of the State of Florida with its principal office in the City of Vero Beach, Indian River, County of Palm Beach, State of Florida, as indicated in the Articles of Incorporation, has named L. Wesley Nichols, Esq. 11380 Prosperity Farms Rd., Suite 204, Palm Beach Gardens, Florida 33410, as its agent to accept service of process within this state.

Dated: 10/20/99

  
ANNA BISCHOFF

Having been named to accept services of process for the above stated corporation, at the place designated in the certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office and to comply with all provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 9-27-99

  
L. WESLEY NICHOLS

FILED  
99 OCT 22 PM 3:33  
TALLAHASSEE, FLORIDA