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FLORIDA NON-PROFIT CORPORATION

AVENTURA HEALTH FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
AVENTURA HEALTH FOUNDATION, INC.,
a Florida Corporation Not-for-Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
NAME AND LOCATION OF PRINCIPAL OFFICE

The name of the corporation is AVENTURA HEALTH FOUNDATION, INC., a Florida corporation not-for-profit. Its initial office shall be at 20900 Biscayne Boulevard, Aventura, Florida 33180.

ARTICLE II
TERM

The corporation shall exist perpetually until dissolved by due process of law.

ARTICLE III
INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation is Davide M. Carbone, 20900 Biscayne Boulevard, Aventura, Florida 33180.

ARTICLE IV
GENERAL PURPOSES

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

PREPARED BY:
Norman Leopold, Esquire
Leopold & Leopold, P.A.
20801 Biscayne Blvd., #501
Aventura, FL 33180
Telephone: (305) 935-3500
Florida Bar No. 163308

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ARTICLE V
ACTIVITIES NOT PERMITTED

Notwithstanding any other provision of these articles, the corporation will not carry on any other activities not permitted to be carried on by (a) 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 (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI
DEDICATION AND DISTRIBUTION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes) and no Member, Director, nor Officer of the corporation, nor any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

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 the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1986 or corresponding sections of any prior to future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

1. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have seven (7) directors initially. The number of directors of the corporation may be increased from time to time by the Bylaws but shall never be less than five (5). The method of selection of directors is stated in the Bylaws of this corporation.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held.

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Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year or until the first annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the Board of Directors are as follows:

<u>Name(s)</u>	<u>Address(es)</u>
Elaine Adler	3575 N.E. 207th Street, Suite 816 Aventura, FL 33180
Ellen Lebow, DO	3427 Johnson Street Hollywood, FL 33021
Georgia Linderman	3390 N.E. 190th Street Aventura, FL 33180
Norman Leopold	20801 Biscayne Boulevard, Suite 501 Aventura, FL 33180
Stan Silverman	4020 North Hills Drive, #2 Hollywood, FL 33021
Kathi Levi	21401 Highland Lakes Boulevard No. Miami Beach, FL 33179
Davide M. Carbone	20900 Biscayne Boulevard Aventura, FL 33180

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2. Corporate Officers. The Board of Directors shall elect the following officers:

President
Vice President
Secretary
Treasurer

Elaine Adler
Davide Carbone
Georgia Linderman
Norman Leopold

and such other officers as the Bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors.

ARTICLE IX **INDEMNIFICATION**

Every person who is now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he or she is a director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE X **MEMBERSHIP**

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe the form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the members of the corporation, the different classes of membership (if any), the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

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ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION


An amendment to these Articles of Incorporation may be proposed by any member of the corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent of the corporation is Norman Leopold, Esquire, 20801 Biscayne Boulevard, Suite 501, Aventura, Florida 33180.

IN WITNESS WHEREOF, the undersigned have made, subscribed and acknowledged these Articles of Incorporation on this 22nd day of December, 1999, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida.


Davide M. Carbone, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 22nd day of December, 1999, by Davide M. Carbone, who ☒ is personally known to me or ☐ produced _____ as identification.


Notary Public, State of Florida

My commission expires: 12/16/00

SUSAN D. DUMOND
Print name of notary public




SUSAN D. DUMOND
COMMISSION # 00000000
EXPIRES DEC 16, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE XII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF HIS DUTIES. THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF HIS POSITION AS REGISTERED AGENT.



Norman Leopold,
Registered Agent

Date: 12/22/99

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