# Florida Department of State

Division of Corporations Public Access System

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Division of Corporations

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# FLORIDA PROFIT/NON PROFIT CORPORATION

Linda Filenbaum Dietitian/Nutritionist, P.A.

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\$70.00

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# ARTICLES OF INCORPORATION

OF

#### LINDA FILENBAUM DIETITIAN/NUTRITIONIST, P.A.

SECRETESY OF STATE
SECRETESY OF STATE

#### ARTICLE I. NAME

The name of this corporation is LINDA FILENBAUM DIETITIAN/NUTRITIONIST, P.A.

#### ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

### ARTICLE III. PURPOSE

This corporation is organized for the purpose of providing nutritional/diet counseling and therapy.

#### ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares."

#### ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

### ARTICLE VI. PRINCIPAL OFFICE

The principal place of business/mailing address is: 7623 Cinebar Drive, Boca Raton, FL 33433.

### ARTICLE VII. REGISTERED AGENT

The name and street address of the initial registered office of this corporation is 1401 University Drive, Coral Springs, Florida 33071, and the name of the initial registered agent of this corporation at that address is Henry W. Johnson.

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### <u> ARTICLE VIII. INITIAL DIRECTORS/OFFICERS</u>

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the member of the initial Board of Directors and officers of this corporation is:

NAME

**ADDRESS** 

D/P/VP/S/T

Linda Filenbaum

7623 Cinebar Drive Boca Raton, FL 33433

### ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

NAME

**ADDRESS** 

Linda Filenbaum

7623 Cinebar Drive Boca Raton, FL 33433

### ARTICLE X. INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 19th day of January, 2007.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607 and/or Chapter 6.21, Florida Statutes.

enry W. Johnson, Registered Agent

domestic or foreign charitable corporation, association, organization or trust; provided, however, that any such domestic or foreign corporation, association, organization or trust is organized and operated exclusively for charitable, religious, educational, or scientific purposes within the meaning of Code Section 501(c)(3) or the corresponding provisions of any future federal tax code.

With respect to all of the prior enumerated purposes, however, the Corporation shall be subject to the following limitations and restrictions:

- a. No part of the net earnings of the Corporation shall Inure to the benefit of, or be distributable to its members, trustees, 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 prior enumerated purposes. No 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.
- b. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the

federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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.

The Corporation shall have and may exercise all powers necessary or convenient to effect, or which are conducive to the attainment of, any or all of the prior enumerated purposes, subject to such limitations as are provided by law.

# ARTICLE III Membership

The Corporation is a nonstock corporation and shall have no authority to issue any capital stock. The conditions of membership in the Corporation shall be as stated in the By-Laws of the Corporation.

# ARTICLE IV

The Corporation shall be a constituent ministry of The Missionary Church International, Incorporated, a corporation organized and existing under the laws of the State of South Carolina, authorized to conduct business as a foreign not-for-profit corporation in the State of Florida, and shall be organized and operated under the Articles of Faith and Constitution of The Missionary Church International and its affiliates.

# ARTICLE V Perpetual Existence

This corporation shall have perpetual existence.

# ARTICLE VI Board of Directors

There shall be three members of the Board of Directors of the Corporation. The number of directors may be increased or decreased from time to time by the Board of Directors, except that the number of directors shall never be less than three (3). Except for the Initial directors, which shall be appointed by the Incorporator, all directors of the Corporation shall be elected in the manner stated in the By-Laws.

# ARTICLE VII By-Laws

The By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws of the Corporation or adopt new By-Laws shall be as provided in the By-Laws.

# ARTICLE VIII Principal office and Malling Address

The address of the principal office of and mailing address is 825 South US Highway 1, Suite 100, Jupiter, Florida 33477.

# ARTICLE IX Registered Office

The name and address of the Corporation's initial registered office is W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409.

# ARTICLE X

### Indemnification

The Corporation shall, to the fullest extent permitted by law as now or hereafter in effect, indemnify all persons whom it may indemnify. The indemnification provided

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by this Article shall not limit or exclude any rights, indemnities or limitations of liabilities to which any person may be entitled, whether as a matter of law, under the By-Laws of the Corporation, by agreement, vote of the members of disinterested directors of the Corporation or otherwise.

### **ARTICLE XI**

## Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended by the Board of Directors of the Corporation by majority vote at any regular or special meeting of the Board of Directors, provided, however, that any such amendment shall not adversely affect the status of the Corporation as an organization qualifying for tax exempt status under section 501(c)(3) of the Code, or relevant provisions of the Florida Not for Profit Corporation Act.

# ARTICLE XII

The name and address of the incorporator is:

W. Morgan Speer W. Morgan Speer, P.A. 1800 Australian Avenue South, Suite 100 West Palm Beach, Florida 33409

WITNESS the hand and seal of said incorporator this <u>22</u> of January, 2007.

O. Morgan Speer, Incorporator

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## CERTIFICATE DESIGNATING REGISTERED AGENT

Pursuant to Section 617.0501, Florida Statutes, the following is submitted: That CONNECTION OUTREACH, INC. desiring to organize under the laws of the State of Florida with Its principal office located at 825 South US Highway 1, Suite 100, Jupiter, Florida 33477, has named W. Morgan Speer, P.A., 1800 Australian Avenue South, Suite 100, West Palm Beach, Florida 33409, as its agent to accept service of process within this State.

Having been named to accept service of process for the above referenced Corporation, the undersigned does hereby accept the appointment as Registered Agent and agree to act in this capacity.

W. MORGAN SPEER, P.A.