

PA70000030504
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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04/03/97--01048--0108
*****78.75 *****78.75

SUBJECT: MARIMED, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

PETER H. CARNEY
Name (printed or typed)

1101 North Congress Avenue, #200
Address

Baynton Beach, FL 33426
City, State & Zip

561-369-1400
Daytime Telephone number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 APR -3 PM 3:43

NOTE: Please provide the original and one copy of the articles.

4-3-97

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ARTICLES OF INCORPORATION OF MARIMED, INC.

The undersigned natural persons, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is **MARIMED, INC.**

ARTICLE II. PRINCIPAL OFFICE

The address of the corporation's principal office is 1101 North Congress Avenue Suite 200, City of Boynton Beach, County of Palm Beach, State of Florida 33426. The name of the initial registered agent of the corporation, located at such office, is Peter H. Carney.

ARTICLE IIA. PURPOSE

This corporation is organized for the following purposes:

- a. To transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act .
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

ARTICLE III. CAPITAL STOCK

The total number of shares of capital stock which the corporation shall be authorized to issue is 10,000 shares. Such shares shall be of a single class of common stock, and shall be without par value.

ARTICLE IV. INITIAL REGISTERED OFFICE

The address of the corporation's initial registered office is 1101 North Congress Avenue Suite 200, City of Boynton Beach, County of Palm Beach, State of Florida 33426. The name of the initial registered agent of the corporation, located at such office, is Peter H. Carney.

ARTICLE V. SUBSCRIBERS

The name and address of each person signing these articles of incorporation as a subscriber is:

Names

Peter H. Carney

Addresses

1101 N. Congress Ave. #200
Boynton Beach, FL 33426

ARTICLE VII. CORPORATE POWERS

The corporation shall have all the rights and powers now or hereafter conferred on professional corporations by the laws of the State of Florida.

ARTICLE VIII. CAPITALIZATION

The amount of capital with which the corporation will begin is not less than \$1,000.00.

ARTICLE IX. DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is five (5), and the names and addresses of the initial directors are:

<u>Names</u>	<u>Addresses</u>
Thomas F. Carney, Jr.	1101 N. Congress Ave. #200 Boynton Beach, FL 33426
Peter H. Carney	1101 N. Congress Ave. #200 Boynton Beach, FL 33426
Thomas F. Carney, D.O.	10205 Collins Avenue Apt. 304 Bal Harbour, FL 33154
John A. Collier, M.D.	Lahey Hitchcock Clinic 41 Mall Road Burlington, MA 01805
Bruce Nappi	Lahey Hitchcock Clinic 41 Mall Road Burlington, MA 01805
Joseph E. Carney, Jr.	Seabrook Greyhound Park New Zealand Road Seabrook, NH 03874

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter the term of office of each director shall be two (2) years and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the shareholders.


ARTICLE X. BYLAWS

The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than fifteen (15) days following the issuance

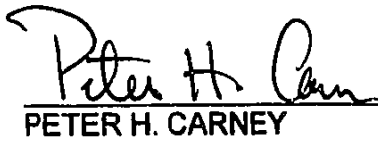
ARTICLE XI. DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least the majority of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him/her.

I hereby am familiar with and accept the duties and responsibilities as registered agent for **MARIMED, INC..**


Peter H. Carney

In witness hereof, we, the undersigned incorporators of this corporation, have executed these articles of incorporation at Boynton Beach, FL on March 31, 1992.


PETER H. CARNEY

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