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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Sabrina Cohen Foundation for Stem Cell Research Inc.

DOCUMENT NUMBER: N06000000868

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sabrina Cohen

(Name of Contact Person)

Sabrina Cohen Foundation for Stem Cell Research Inc.

(Firm/ Company)

1800 Sunset Harbour Drive Suite #2406

(Address)

Miami Beach, FL 33139

(City/ State and Zip Code)

For further information concerning this matter, please call:

Sabrina Cohen

(Name of Contact Person)

at ( 305 ) 538.2304

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
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☐ \$52.50 Filing Fee  
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Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS  
06 MAY 11 PM 3:01

(Name of corporation as currently filed with the Florida Dept. of State)

(Document number of corporation (if known))

**NEW CORPORATE NAME (if changing):**

ARTICLE IX - 501(c)(3) LIMITATIONS (Adding) see attachment

(Attach additional pages if necessary)  
(continued)

The date of adoption of the amendment(s) was: May 9, 2006

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature Sabrina Cohen  
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Sabrina Cohen  
(Typed or printed name of person signing)

President / Founder  
(Title of person signing)

**FILING FEE: \$35**

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## **ARTICLES OF AMENDMENT:**

### **Sabrina Cohen Foundation for Stem Cell Research Inc. (A Florida Not for Profit Corporation)**

Pursuant to the provisions of section 617.1002 and 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

## **THE AMENDMENTS**

The Articles of Incorporation of the Sabrina Cohen Foundation for Stem Cell Research Inc. are hereby amended as follows:

**I. Article III of the Articles of Incorporation is hereby replaced. The new Article III reads as follows:**

### **Article III Corporate Purposes**

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

- A. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be to provide funds to research facilities in the United States that are specifically conducting stem cell studies or are seeking to do so but lacking the proper funds. The Foundation will allocate funds to a variety of research institutions dedicated to the development of cures for disease. The foundation also seeks to conduct and enhance nonpartisan, education and public awareness of stem cell research.

The mission of the Sabrina Cohen Foundation for Stem Cell Research is a commitment to becoming the global leader in the fight against disease through its support of innovative and groundbreaking stem cell therapies and research.

- B. To engage in educational activities.

- C. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

- D. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as

corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

E. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

F. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

G. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

**2. The following additional Article is hereby added to the Articles of Incorporation. Article IX reads as follows:**

Article IX  
501(c)(3) Limitations

A. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

B. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

C. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as

may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

i.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

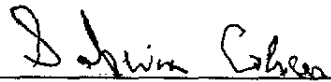
iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sabrina Cohen Foundation for Stem Cell Research Inc.

By: Sabrina Cohen  
President



Date: May 9, 2006

\_\_\_\_\_  
Legibly Print Name