

W13000004962

(Requestor's Name)

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PICK-UP WAIT MAIL

(Business Entity Name)

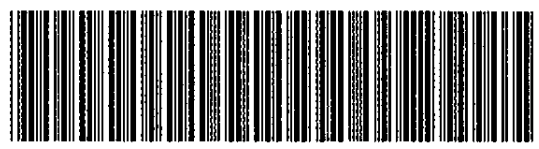
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Certified Copies _____ Certificates of Status _____

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W13000022582



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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
13 MAY 24 AM 10:01

of 5/29/13

Department of State Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314
(850) 245-6052

Subject: Project Cerebral Incorporated

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

- \$70.00
- \$78.75 Filing Fee Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certified Copy & Certificate

FROM:

Name: Project Cerebral Incorporated
Address: 11221 NW 51 Street, Coral Springs, Fl 33076
Telephone number: 954-401-1066
E-mail address: Jperrillo@gmail.com

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DIVISION OF CORPORATIONS
13 MAY 24 AM 10: 01



RECEIVED

13 MAY 24 AM 10:15

FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 17, 2013

PROJECT CEREBRAL INCORPORATED
11221 NW 51 STREET
CORAL SPRINGS, FL 33076

SUBJECT: PROJECT CEREBRAL INC.
Ref. Number: W13000022582

We have received your document for PROJECT CEREBRAL INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 613A00009249

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DIVISION OF CORPORATIONS
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NONPROFIT CORPORATION ARTICLES OF INCORPORATION

Pursuant to §_____ of the laws of [Project Cerebral], the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

ARTICLE 1

Name

The name of the corporation is: Project Cerebral Inc.

ARTICLE 2

Existence

The corporation shall have perpetual existence.

ARTICLE 3

Effective Date

The effective date of incorporation shall be: upon filing by the Secretary of State.

ARTICLE 4

Members

The corporation will have members.

ARTICLE 5

Type of non profit corporation

The corporation is not for profit and a Public Benefit Corporation.

ARTICLE 6

Registered Agent and Office

The street address of the initial registered office of the corporation is:

Christopher Petrillo, 11221 NW 51 Street, Coral Springs, Fl 33076

Broward County

The name of the initial registered agent is:

Christopher Petrillo

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ARTICLE 7

Principal Office

The corporation has a principal office. The street address of the principal office is:
Christopher Petrillo, 11221 NW 51 Street, Coral Springs, FL 33076
Broward County

ARTICLE 8

Mailing Address

Christopher Petrillo, 11221 NW 51 Street, Coral Springs, FL 33076
Broward County

ARTICLE 9

Directors

The manner in which the directors are elected is as stated in the bylaws of the corporation. The corporation's initial directors are as follows:

Christopher Petrillo, 11221 NW 51 Street, Coral Springs, FL 33076
Jonathan Perrillo, 11899 Winged Foot Terrace, FL 33071 Coral Springs
Michael Marx, 5021 NW 107th Avenue, Coral Springs, FL 33076
Jonathan Carlson, 1851 NW 124th Ave., Coral Springs, FL 33071
Rachel Carmela Casagrande, 1230 Jasmine Circle, Weston FL, 33326

ARTICLE 10

Indemnification

The corporation does indemnify any directors, officers, employees, incorporators, and members of the corporation from any liability regarding the corporation and the affairs of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under applicable statute.

ARTICLE 11

Purpose

This Corporation is organized exclusively for charitable medical, scientific and educational purposes, more specifically to promote the health and wellness of people in rural areas of Oyo State of Nigeria. To this end, the Corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes. In furtherance of such purposes, the Corporation shall have full power and authority:

The purpose for which the corporation is organized is to facilitate the progress of neurological research and education. Our three principle objectives are to aid in the care of individuals and their families affected by degenerative neurological conditions, raise awareness for modern medical research techniques and to inspire students interested in pursuing a career in the neurological field.

The character and essence of the corporation is the same as the purpose.

ARTICLE 12
Prohibited Activities

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 purposes set forth in Article 11. 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. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE 13
Distributions Upon Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities 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, 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.

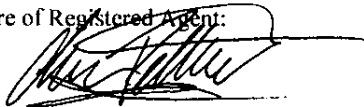
ARTICLE 14
Incorporator

The names and addresses of the Incorporator are:
Jonathan Perrillo, 11899 Winged Foot Terrace, Fl 33071
Coral Springs

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature of Registered Agent:



Date:

5-17-2013

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature of Incorporator:



Date:

5-17-2013

Friday, May 17, 2013.