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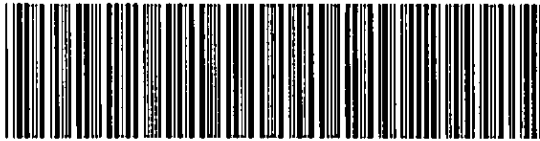
(Business Entity Name)

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COVER LETTER

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

SUBJECT: BARBARA BRENNAN INTERNATIONAL CENTER FOR RESEARCH AND HEALING, INC.

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

FEES:

| | |
|--|----------------|
| Certificate of Domestication | \$50.00 |
| Articles of Incorporation and Certified Copy | <u>\$78.75</u> |
| Total to domesticate and file | \$128.75 |

OPTIONAL:

| | |
|-----------------------|---------|
| Certificate of Status | \$ 8.75 |
|-----------------------|---------|

Denay Brown, Esq.

Name (printed or typed)

2618 Centennial Place

Address

Tallahassee, Florida 32308

City, State & Zip

850-425-5209

Daytime Telephone Number

dbrown@lawfla.com

E-mail address: (to be used for future annual report notification)

**NOT FOR PROFIT
CERTIFICATE OF DOMESTICATION**

The undersigned, Jill Gannon, Treasurer
(Name) (Title)
of Brennan Healing Science Practitioners Association-USA a foreign Corporation
(Corporation Name)

in accordance with section 617.1803, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was December 22, 2010.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Wyoming.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Brennan Healing Science Practitioners Association-USA.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 617.01201 and 617.0202 with this certificate is Barbara Brennan International Center For Research and Healing, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Wyoming.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 617.1803.

I am treasurer, of Brennan Healing Science Practitioners Association-USA

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 10th day of June, 2020.


(Authorized Signature)

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| | |
|--|-----------------|
| Filing Fee: | |
| Certificate of Domestication | \$50.00 |
| Articles of Incorporation and Certified Copy | \$78.75 |
| Total to domesticate and file | \$128.75 |

**ARTICLES OF INCORPORATION
OF
BARBARA BRENNAN INTERNATIONAL CENTER FOR RESEARCH AND
HEALING, INC.**

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be Barbara Brennan International Center for Research and Healing, Inc. (the "Corporation"). The principal place of business shall be located at: 500 NE Spanish River Blvd, Suite 201, Boca Raton, Florida 33431. The Corporation may from time to time move the principal office to any other place or places as may be designated by the Board of Directors.

**ARTICLE II
GENERAL AND SPECIFIC PURPOSES**

This Corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3). The Corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The general purposes of the Corporation are to:

- i. To engage in scientific research related to energy healing, including: (1) conducting formal clinical research into the efficacy and mechanism of energy healing, including Brennan Healing Science, at various hospitals and other health care institutions; (2) developing and maintaining a central research resource database supplying the public at large and health care practitioners information on clinical trials and energy-healing in general;
- ii. To aid in educating the public on health-related issues by: (1) disseminating the energy-healing research of the corporation to the public through newsletters, journal articles, public and professional speaking forums, and brochures that both describe the Brennan Healing Science and other alternative healing practices and their health-related benefits, and (2) granting scholarships to qualified students interested in studying Brennan Healing Science;

- iii. To promote public health and prevent disease by operating Brennan Healing Science clinics offering free and/or below-cost services to indigent patients and communities in crisis; and
- iv. To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects enumerated in these Articles, or that shall at any time appear conducive to or expedient for the protection or benefit of the corporation.
- v. To do other acts necessary and appropriate to accomplish these purposes, including, but not limited to, soliciting and receiving contributions, purchasing, owning and selling real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes; and
- vi. Engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code, and which are consistent with those powers described in the Florida Not for Profit Corporation Act, as amended, which powers are included herein by reference.

At no time shall the Corporation engage in partisan politics nor any political activities contrary to or in contravention of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.

ARTICLE III USE OF INCOME

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 Two hereof. 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. All revenues received from the conduct of Corporation business, and all property within its possession, shall be used solely to defray expenses, compensate employees and maintain the Corporation and not for the direct benefit of the members of this Corporation, either individually or collectively. Notwithstanding any other provision of these articles, the Corporation

shall not carry on any other activities not to be permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

In addition:

1. 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.
2. 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.
3. 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.
4. 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.
5. The Corporation will not make any taxable expenditures as defined in section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV POWERS OF CORPORATION

The powers of this Corporation shall be exercised, its properties controlled, and its affairs managed and conducted, by a Board of Directors. The number of Director of the Corporation shall be at least three (3), provided, however, that such number may be changed through a bylaw duly adopted by the Directors. The Directors named herein as the initial Board of Directors shall continue in office until the last annual meeting of the next year of the Corporation for the election of directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the Bylaws. The annual meeting of the Board of Directors shall be held as such time as may be provided by the Bylaws in order to receive reports of officers and committees, pass upon the same and turn over the affairs of the Corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors.

The Corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the Corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to Corporations of similar character under the laws of the State of Florida.

ARTICLE V
QUALIFICATION FOR MEMBERSHIP

The Corporation shall have no members. The management of the affairs of the Corporation shall be vested in the Board of Directors as provided in the Corporation's Bylaws.

ARTICLE VI
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VII
NAMES OF SUBSCRIBERS

The name and address of the person subscribing to these Articles of Incorporation is as follows:

S. Denay Brown, Esq.
2618 Centennial Place
Tallahassee, FL 32308

ARTICLE VIII
DIRECTORS OFFICERS

The Board of Directors shall elect the following officers: Chairperson/President, Secretary, Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. The officers shall be elected in accordance with the Corporation's Bylaws. The initial board of directors are as follows:

- Lisa VanOstrand
650 NE 73rd Street
Miami, Florida 33138
- Donna Evans-Strauss
241 Riverside Drive, Suite 2501
Holly Hill, Florida 32117
- Randall Segal
375 Plaza
Atlantic Beach, Florida 32233
- Jill Gannon
159 Pleasant Ave
Hamburg, NY 14075
- Lilia Flores
53 Fifer Lane
Lexington, MA 02420
- Carol Hibbert

392 South Avenue
New Canaan, CT 06840

ARTICLE IX
INDEMNIFICATION OF
DIRECTORS OR OFFICERS

The Corporation shall indemnify any Officer or Director made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his or her capacity of Director, Officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.
2. By or in the right of the Corporation to procure a judgment in its favor by reason of his or her being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his or her being or having been a Director, Officer, employee or agent of any other Corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against the expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duty to the Corporation.
3. Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer needs indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. The Board of Directors shall make such determination by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

4. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in the Section. If the Corporation elects to assume the defense, counsel chosen by it and not objected to in writing for valid reasons by such person shall conduct such defense. In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.
5. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE X
BYLAWS

The Board of Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such Bylaws shall be made, adopted, altered and rescinded pursuant to the procedures outlines in the Bylaws.

ARTICLE XI
AMENDMENTS TO BY-LAWS AND
ARTICLES OF CORPORATION

The Corporation reserves the right to amend in any manner these Articles of Incorporation by the affirmative vote of the majority of the members of its Board of Directors as provided for by law. Amendments to the Articles of Incorporation, when approved by the Board of Directors, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

ARTICLE XII
RESIDENT AGENT

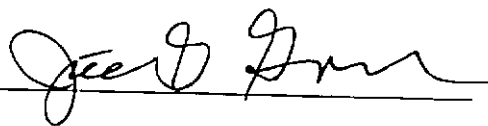
The Resident Agent for the Corporation, who shall serve until officially changed, shall be:

Bob Harris, Esq.
2618 Centennial Place
Tallahassee, FL 32308

ARTICLE XIII
DISBURSEMENT OF ASSETS UPON DISSOLUTION

Upon the dissolution of this Corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed by the Board of Directors, by majority vote, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including to organizations which have qualified for exemption under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the Federal Government, or to the local, state or Federal government, for public purpose. None of the assets will be distributed to any member, director, officer, or trustee of this Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for such exempt purposes or to such exempt organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this 10th day of JUNE, 2020.



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

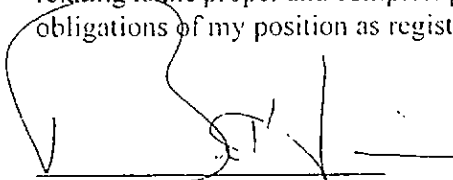
PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

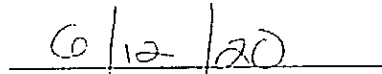
1. The name of the Corporation is: Barbara Brennan International Center for Research and Healing, Inc.

2. The name and address of the registered agent and office is:

Bob Harris, Esq.
2618 Centennial Place
Tallahassee, FL 32308

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)


(Date)

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