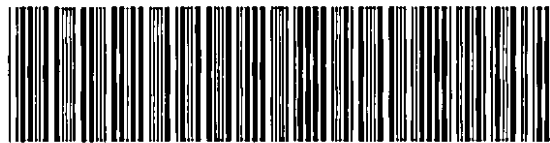


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NEUROSCIENCE FOUNDATION FOR
THE ADVANCEMENT OF RESEARCH
AND COLLABORATIVE TELEMEDICINE,
INC.

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
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- _____ Annual Report / Reinstatement _____
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**ARTICLES OF INCORPORATION OF
NEUROSCIENCE FOUNDATION
FOR THE
ADVANCEMENT OF RESEARCH AND COLLABORATIVE TELEMEDICINE, INC.**

A Not-for-Profit Corporation

The undersigned, for the purpose of creating a corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be **NEUROSCIENCE FOUNDATION FOR THE ADVANCEMENT OF RESEARCH AND COLLABORATIVE TELEMEDICINE, INC.** (the "Corporation"). The physical and mailing address of the Corporation's principal office shall be at 9110 College Pointe Ct, Fort Myers, FL 33919.

ARTICLE II
OBJECTIVES AND PURPOSES

The general objectives and purposes of this Corporation shall be:

A. To operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) (collectively, the "Code"); and to exercise all powers available to corporations organized pursuant to the Florida Not For Profit Corporation Act.

B. The specific, nature, objects and purposes of the corporation shall be to advance the understanding of telemedicine systems of care to improve quality of treatment provided to patient with neurologic and psychiatric conditions. To achieve these objects and purposes, the Corporation shall:

- i. Support medical research pertaining to the practice of telemedicine focusing on acute stroke care, but including other neurologic and psychiatric conditions.
- ii. Focus on improving quality of care, systems of care and health care disparities.
- iii. Aim to help provide an evidence-based foundation of knowledge for the development of Telehealth systems.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

D. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 corresponding section of any future federal tax code).

ARTICLE III
TERM OF EXISTENCE

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Board of Directors as provided in the Bylaws of this Corporation.

ARTICLE IV
MEMBERS

The Corporation shall not have members.

ARTICLE V
BOARD OF DIRECTORS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation. The Corporation shall have at least three (3) directors, but no more than ten (10) directors. Members of the Board of Directors shall be elected as set forth in the Bylaws. The Board of Directors shall be a self-perpetuating body and new trustees shall be elected by ongoing trustees pursuant to the bylaws of the corporation. Vacancies on the Board of Directors shall be filled by the remaining members of the Board of Directors, pursuant to the bylaws of the corporation.

ARTICLE VI
BYLAWS

The Board of Directors shall make and shall have the power to amend or repeal the bylaws of the corporation.

ARTICLE VII
NAMES OF INITIAL BOARD OF DIRECTORS

Directors:

Theresa Beth Sevilis, D.O.
Amanda Jane Avila, M.D.
Daryoush Ajmal Zafar, D.P.M.
Caitlyn McKenzie Boyd, R.N.

Address:

9110 College Pointe Ct. Fort Myers, FL 33919
9110 College Pointe Ct. Fort Myers, FL 33919
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ARTICLE VIII
AMENDMENTS TO THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting and as further set forth in the Bylaws. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

ARTICLE IX
RESTRICTIONS

This corporation shall have all the powers granted by law to Florida Not For Profit Corporations 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 incorporators, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, unless Section 501(h) of the Code shall apply to the corporation, in which case the corporation shall not normally make lobby or grass roots expenditures in excess of the amounts therein specified. The corporation shall not in any manner or to any extent 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; nor shall it engage in any "prohibited transaction" as defined in Section 503(b) of the Code.

(c) Notwithstanding any other provision of these articles, 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 (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) In the event that the corporation is a private foundation within the meaning of

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of Section 509(a) of the Code:

- i. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- ii. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- iii. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- iv. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- v. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE X **DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, all residual assets of the Corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 107(c)(2) of the Internal Revenue Code, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. 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.

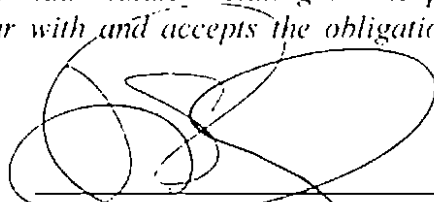
ARTICLE XI **INDEMNIFICATION**

The Corporation, to the fullest extent permitted by law, shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the corporation or is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws.

ARTICLE XII
INITIAL REGISTERED OFFICE AGENT

The street address of the initial registered agent of the Corporation is 802 11th Street West, Bradenton, FL 34205, and the name of the initial registered agent of the Corporation is Blalock Walters, P.A.

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.



Jenifer Schembri, Esq.
Blalock Walters, P.A.

ARTICLE XIII
INCORPORATOR

The name and street address of the incorporator of the Corporation is as follows: Theresa Sevilis, D.O. residing at 9110 College Pointe Ct. Fort Myers, Florida, 33919.

By: 

Theresa Sevilis, D.O., Incorporator

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