

738382

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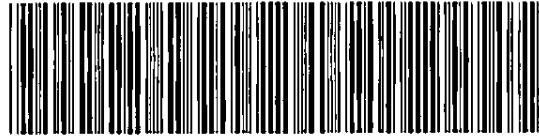
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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 21, 2018

CT CORP.

SUBJECT: BIOMEDICAL RESEARCH AND LONGEVITY SOCIETY, INC.
Ref. Number: 738382

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Name:	Biomedical Research and Longevity Society, Inc
Document #:	
Order #:	10827435

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
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Amount: \$ 43.75

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Biomedical Research and Longevity Society, Inc.

2015 FEB -8 PM 4:01

DOCUMENT NUMBER: 738382

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

Please return all correspondence concerning this matter to the following:

Jason Greenstein, Esq.

(Name of Contact Person)

Life Extension

(Firm/ Company)

3600 W Commercial Blvd

(Address)

Fort Lauderdale, FL 33309

(City/ State and Zip Code)

legal@lifeextension.com

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

For further information concerning this matter, please call:

Jason Greenstein, Esq.

954

766-8433

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

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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

AMENDED ARTICLES OF INCORPORATION
OF
BIOMEDICAL RESEARCH AND LONGEVITY SOCIETY, INC.

2010 FEB -8 PM 4:21

"ARTICLE I. NAME AND FOUNDERS

The name of the Corporation is **BIOMEDICAL RESEARCH AND LONGEVITY SOCIETY, INC.** The Founders of the Corporation are William John Faloon and Saul Kent.

ARTICLE II. ENABLING LAW

This Corporation is organized pursuant to the Florida Not For Profit Corporation Act, set forth in Chapter 617 of the Florida Statutes.

ARTICLE III. PURPOSE

This Corporation is formed exclusively to advance social welfare purposes within the meaning of Internal Revenue Code section 501(c)(4) or its successor(s), which includes conducting, promoting, encouraging and funding research and study in the fields of cryobiology, interventive gerontology, and cryonics as more specifically set forth in this Corporation's Bylaws.

- (a) No part of any net earnings shall inure to the benefit of any member, director, or officer.
- (b) This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that this

Corporation is not empowered to engage in any activity that in itself is not permitted within the meaning of Internal Revenue Code section 501(c)(4).

- (c) This Corporation shall operate exclusively for social welfare purposes, including benefitting all mankind with continued monetary support of the scientific research set forth in these Articles, as expanded and explained in the Bylaws of this Corporation, as amended from time to time.
- (d) The scientific research funded by the Corporation shall primarily be charitable and educational in nature, as defined by Treas.Reg. 1.501(c)(3)-1(a)(2), and more specifically set forth in this Corporation's Amended Bylaws.

ARTICLE IV. TERM

This Corporation shall have a perpetual existence.

ARTICLE V. INCORPORATORS

The names and residences of the subscribers to these articles of incorporation are as follows:

NAME	ADDRESS
William John Faloon	Suite 4B, 840 S.E. 22 nd Ave., Pompano Beach, FL 33062
Charles Hagan, Jr.	508 S.E. 11 th St., Ft. Lauderdale, FL 33316
Mary A. Weber	508 S.E. 11 th St., Ft. Lauderdale, FL 33316

ARTICLE VI. MEMBERSHIP

The Corporation may have members, the criteria for which shall be as set forth in the Amended Bylaws of this Corporation.

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

- (a) Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors shall be not less than nine (9) nor more than (15), with the exact number to be determined from time to time by a majority vote of the Board of Directors. The Board of Directors shall be self-perpetuating. Directors, other than the Founders, shall be elected annually by a majority vote of the members of the Board of Directors.
- i. At least one of the members of the Board of Directors must be a professional trustee from a trust and fiduciary department of a major bank or investment firm.
 - ii. Two of the members of the Board of Directors may be the Founders of this Corporation, and may serve until removed by a Super-Majority Vote of the Board of Directors, resignation, or death. When either Founder is no longer serving as a director, then each such vacancy shall be filled by an individual who is "independent" within the meaning of Article VII(a)(vi) and is elected by the Board of Directors.
 - iii. A Super-Majority Vote of the Board of Directors consists of the votes of at least eighty percent (80%) of all directors then in office.

- iv. No proxies, abstentions, or absences will serve as a valid vote of a member of the Board of Directors.
- v. Apart from directors identified in Art. VII (a)(i) and (ii), all other directors ("Other Directors") must be independent within the meaning of Article VII(a)(vi) below and, additionally, must each have demonstrated a commitment to achieving this Corporation's goals and must each have personally made and continue to maintain fully executed cryopreservation arrangements with Alcor Life Extension Foundation, the Cryonics Institute, or a similar organization that provides cryopreservation services. As long as the Founders are on the Board of Directors, the Other Directors shall not be employees, directors or officers of Life Extension Foundation Buyers Club or its subsidiaries and shall not have been in any such position with Life Extension Foundation Buyers Club or its subsidiaries within the five (5) year period prior to the date of the individual's election as a director. In addition, the Other Directors individually shall not have a greater than 5% financial interest in Life Extension Foundation Buyers Club or its subsidiaries or any entity affiliated with the Founders and shall not have had such an interest within the five (5) year period prior to the date of the individual's election as a director. An affiliated entity is an entity in which either Founder owns a greater than 50% financial interest.
- vi. For purposes of being "independent" within the meaning of this Article VII an individual must meet the following criteria applied at all times during the Corporation's tax year:

1. The individual is not in a position to exercise substantial influence over the affairs of the Corporation, apart from influence arising from the individual's position as a director or officer of the Corporation.
 2. The individual has no familial relationship, as defined in Treas. Reg. section 53.4958-3(b)(1), without regard to the 5-year look-back rule, with an individual who is in a position to exercise substantial influence over the affairs of the Corporation.
- (b) Elective Officers. The officers of the Corporation shall be president, secretary, and treasurer. Other offices and officers may be established or appointed by directors of the Corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

ARTICLE VIII. LOCATION OF REGISTERED OFFICE:

IDENTIFICATION OF REGISTERED AGENT

- (a) The address of the Corporation's registered office in the State of Florida is located at 1200 South Pine Island Road, Suite 250, Plantation, FL 15219.
- (b) The name of the Corporation's registered agent at the above address is CT Corporation System.

ARTICLE IX. [DELETED]

ARTICLE X. BYLAWS

Bylaws will be hereinafter adopted at the meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part, by the directors in the manner provided therein. Any amendments to the bylaws shall be binding on all members of the Corporation.

ARTICLE XI. AMENDMENT OF ARTICLES

A Super-Majority Vote of the Board of Directors, as defined in Article VII, along with the written consent of the Founders, is required in order to alter, amend, repeal, or replace these Articles of Incorporation or adopt Articles of Dissolution.

ARTICLE XII. DISSOLUTION

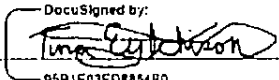
The Corporation shall be dissolved and its affairs wound up only by a Super-Majority Vote of the Corporation's voting members, as defined in Article VII of the Amended Articles of Incorporation. As more fully set forth in the Bylaws of this Corporation, a designated fund of assets will be devoted solely to section 501(c)(3) purposes and activities. In the event of dissolution of the Corporation, the section 501(c)(3) designated assets of the Corporation shall be distributed to a nonprofit corporation recognized as exempt under section 501(c)(3) of the Internal Revenue Code or its successor, to be used for such charitable, scientific, or educational purposes as permitted by this Corporation's corporate documents. Assets of the Corporation not in the designated fund shall be distributed to a nonprofit corporation, recognized as exempt under section 501(c)(3) or section 501(c)(4) of the Internal Revenue Code, or their respective successor(s), to be used for such charitable,

scientific, social welfare, or educational purposes as permitted by this Corporation's corporate documents.

ARTICLE XIII. [DELETED]

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Incorporation, as amended, this 6th day of February, 2018, as unanimously approved by the Board of Directors on February 6, 2018. There are no members entitled to vote.

BIOMEDICAL RESEARCH AND LONGEVITY SOCIETY, INC.

By: 
95B1E03ED8854B0
Tina Eytchison, President