

738382

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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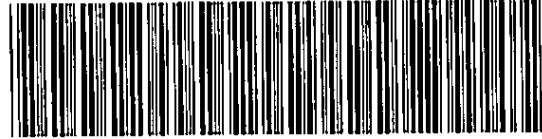
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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

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

DOCUMENT NUMBER: 738382

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

Please return all correspondence concerning this matter to the following:

Jeffrey Moskovitz

(Name of Contact Person)

Biomedical Research and Longevity Society, Inc.

(Firm/ Company)

3600 W. Commercial Blvd., Suite 100

(Address)

Pompano Beach, FL 33309

(City/ State and Zip Code)

jmoskovitz@brlsociety.org

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

For further information concerning this matter, please call:

Jeffrey Moskovitz

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:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED

2022 FEB 16 PM 4:52

BIOMEDICAL RESEARCH AND LONGEVITY SOCIETY, INC.

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

SECRETARY OF STATE
TALLAHASSEE, FL

738382

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

N/A

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

N/A

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

N/A

(Florida street address)

New Registered Office Address:

N/A

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTI).

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation. Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u>N/A</u> Change <u>N/A</u> Add	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
<u>N/A</u> Remove			
2) <u> </u> Change <u> </u> Add	<u> </u>	<u> </u>	<u> </u>
<u> </u> Remove			
3) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u>
4) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u>
5) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u>
6) <u> </u> Change <u> </u> Add <u> </u> Remove	<u> </u>	<u> </u>	<u> </u>

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

The following amendments shall revise the AMENDED ARTICLES OF INCORPORATION dated 02/08/18, which are on file with the Florida Department of State, Division of Corporations: A) Article VII(a)(ii) is amended to provide that, "When either Founder is no longer serving as director, then each such vacancy shall be filled in accordance with Article II, Section 19 of the Second Amended Bylaws...." which provides that -- subject to Board approval -- each Founder may name one or more Successor Founder(s), who shall be authorized to fill the vacancy created by departure of that Founder.

B) Article VII(a)(iii) is amended to include the word "affirmative," in order to clarify the definition of a Super-Majority vote of the Board of Directors. C) Article XII is amended to provide that, as described in Article II, Section 21 of the Second Amended Bylaws, a Super-Majority vote of the Board and written consent of the Founders shall be required to adopt Articles of Dissolution.

The date of each amendment(s) adoption: January 10, 2022, if other than the date this document was signed.

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

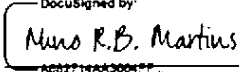
Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 2/7/2022 | 2:29 PM PST

Signature 
(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)

Nuno R.B. Martins

(Typed or printed name of person signing)

BOARD PRESIDENT

(Title of person signing)

1. Articles VII(a)(ii) and VII(a)(iii) are stricken and the following is hereby inserted in lieu thereof:

VII(a)(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 in accordance with Article II, Section 19 of the Second Amended Bylaws, as amended from time to time (the "Bylaws").

VII(a)(iii) A Super-Majority of the Board of Directors consists of the affirmative votes of at least eighty percent (80%) of all directors then in office.

2. Article VIII is stricken and the following is inserted in lieu thereof:

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 801 US Highway 1, North Palm Beach, FL 33408.

(b) The name of the Corporation's registered agent at the above address is Corporate Creations Network, Inc.

3. Article XII is stricken and the following is inserted in lieu thereof:

ARTICLE XII. DISSOLUTION

The Corporation shall be dissolved and its affairs wound up only in the manner set forth in Article II, Section 21 of the Bylaws. As more fully set forth in the Bylaws, a Charitable Restricted Fund of assets shall be accounted for separately, and shall be devoted solely to section 501(c)(3) purposes and activities. In the event of dissolution of the Corporation, the assets comprising the Charitable Restricted Fund shall be distributed to a nonprofit corporation, which is recognized as tax-exempt under section 501(c)(3) of the Internal Revenue Code, or its successor, to be used for such charitable, scientific, or educational purposes in accordance with this Corporation's governing documents. As to the Corporation's assets which are not included in the Charitable Restricted Fund, in the event of the Corporation's dissolution, those assets shall be distributed to a nonprofit corporation which is recognized as exempt under sections 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or their respective successor(s), to be used for charitable, scientific, social welfare, or educational purposes in accordance with the Corporation's governing documents.